

EXHIBIT 4

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

JAMES DEPPOLETO,
Plaintiff,
vs.
TAKEOVER INDUSTRIES
INCORPORATED, et al.
Defendants.

Case No. 2:22-cv-02013

VIRTUAL REMOTE VIDEO-RECORDED
DEPOSITION OF JOSEPH F. PAVLIK
TUESDAY, AUGUST 20, 2024
LAS VEGAS, NEVADA

Reported by: KENDALL KING-HEATH, NV CCR No. 475
CA. CSR No. 11861

1	UNITED STATES DISTRICT COURT	Page 2	1	ZOOM/TELECONFERENCE APPEARANCE:	Page 3
2	DISTRICT OF NEVADA		2	For the Plaintiff:	
3			3	PATRICK HARVEY, ESQ.	
4	JAMES DEPPOLETO,		4	HUSCH BLACKWELL	
5	Plaintiff,		5	511 North Broadway	
6	vs.	Case No. 2:22-cv-02013	6	Suite 1100	
7	TAKEOVER INDUSTRIES		7	Milwaukee, WI 53202	
8	INCORPORATED, et al.		8	(414) 273-2100	
9	Defendants.		9	patrick.harvey@buschblackwell.com	
10		_____ /			
11					
12					
13	VIRTUAL REMOTE VIDEO-RECORDED DEPOSITION		11	DAVID SEXTON, ESQ.	
14	of JOSEPH F. PAVLIK, taken on behalf of		10	HALL & EVANS	
15	Plaintiff, commencing on Tuesday, August		11	1160 North Town Center Drive	
16	20, 2024, at 1:02 p.m. The witness		12	Suite 330	
17	appeared remotely from Las Vegas,		13	Las Vegas, NV 89144	
18	Nevada, taken before Kendall King-Heath,		14	sextond@hallevans.com	
19	Certified Court Reporter, No. 475, for		15		
20	the State of Nevada, No. 11861, for the		16	ALSO PRESENT:	
21	State of California.		17	Mary Kate Metzger, Court Videographer	
22			18		
23			19		
24			20		
25			21		
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2			23		
3	EXAMINATION		24		
4			25		
5	WITNESS	PAGE	1	TUESDAY, AUGUST 20, 2024	Page 5
6	JOSEPH F. PAVLIK		2	1:02 p.m.	
7	By Mr. Harvey	6	3	-00o-	
8			4	THE VIDEOGRAPHER: We are now on the	
9	EXHIBITS		5	record at 1:02 p.m. Pacific Daylight Time on	
10			6	Tuesday, August 20th, 2024. Audio and video	
11	(None Marked.)		7	recording will continue to take place until a	
12			8	parties agree to go off the record. Please note	
13			9	that the microphones are sensitive and may pick	
14			10	up whispering and private conversations.	
15			11	For the purpose of creating a	
16			12	witness-only video recording, the witness is	
17			13	being spotlighted or locked on all video screens	
18			14	while in speaker view. We ask that the witness	
19			15	not remove the spotlight setting during the	
20			16	deposition, as it may cause other participants to	
21			17	appear on the final video rather than just the	
22			18	witness. For anyone who doesn't want the	
23			19	witness' video to take up the large part of your	
24			20	screen, you may click the gallery view button in	
25			21	the upper right corner of remote depo interface.	
			22		
			23	This is the video-recorded proceeding	
			24	of Joseph Pavlik taken by counsel for the	
			25	Plaintiff in the matter of James V. Depoletto,	
				Jr., versus Takeover Industries, Incorporated.	

<p style="text-align: right;">Page 6</p> <p>1 My name is Mary Kate Metzger, remote 2 videographer on behalf of U.S. Legal Support. I 3 am not related to any party in this action, nor 4 am I financially interested in the outcome. The 5 court reporter is Kendall Heath on behalf of U.S. 6 Legal Support.</p> <p>7 Counsel, could you please state your 8 appearances for the record, after which the court 9 reporter will swear in the witness.</p> <p>10 MR. HARVEY: Patrick Harvey for the 11 Plaintiff.</p> <p>12 MR. SEXTON: David Sexton for 13 Defendants.</p> <p>14 (Witness sworn.)</p> <p>15 Thereupon,</p> <p>16 JOSEPH F. PAVLIK, 17 called as a witness by the Plaintiff 18 having been duly sworn, testified as 19 follows:</p> <p>20 EXAMINATION</p> <p>21 BY MR. HARVEY:</p> <p>22 Q Could you state and spell your full 23 name for us, please.</p> <p>24 A Joseph Pavlik. J-o-s-e-p-h, 25 P-a-v-l-i-k.</p>	<p style="text-align: right;">Page 7</p> <p>1 Q Middle name? 2 A Francis. 3 Q With an "I"?</p> <p>4 A F-r-a-n-c-i-s; correct.</p> <p>5 Q And what's your address, sir?</p> <p>6 A Currently I am at 17047 Raccoon Trail in 7 Strongsville, Ohio.</p> <p>8 Q Any plans to move in the next couple of 9 months?</p> <p>10 A I would like to.</p> <p>11 Q And are you going to stay in Ohio or 12 some other state?</p> <p>13 A Depends what I can afford. I've been 14 working without pay. So I'm -- this whole deal's 15 kind of disrupted my life, so I'm just trying to 16 get through it.</p> <p>17 Q Can you walk me through your education, 18 just high school on?</p> <p>19 A Yeah. High school. Do you want to 20 know the institutions or --</p> <p>21 Q Yes, please.</p> <p>22 A Went to Cleveland Saint Ignatius. 23 Mount Union college, Baldwin Wallace college, 24 Kent State and focused on exercise physiology, 25 nutrition science, business and marketing.</p>
<p style="text-align: right;">Page 8</p> <p>1 Q You said you went to Kent State. Did 2 you get a degree from there?</p> <p>3 A Did not get a final degree. Pursued 4 master's studies.</p> <p>5 Q And what were the other colleges you 6 mentioned?</p> <p>7 A Mount Union college and Baldwin Wallace 8 college.</p> <p>9 Q Did you get degrees from Mount Union?</p> <p>10 A Baldwin Wallace. I transferred for my 11 undergrad.</p> <p>12 Q Bachelor of science?</p> <p>13 A Yes.</p> <p>14 Q In what?</p> <p>15 A Business and exercise science.</p> <p>16 Q Any degrees other than the one from 17 Baldwin Wallace that you have?</p> <p>18 A No.</p> <p>19 Q Any other education other than what you 20 just told me?</p> <p>21 A Formally, no.</p> <p>22 Q Okay. Have you ever had your 23 deposition taken before?</p> <p>24 A Once before.</p> <p>25 Q And what was the context for that?</p>	<p style="text-align: right;">Page 9</p> <p>1 A That was in maybe April of 2021, when 2 the Takeover company was launched. It was done 3 by the SEC to confirm that it actually was a real 4 company.</p> <p>5 Q So an SEC lawyer was the one asking you 6 questions?</p> <p>7 A That's correct. I don't know -- I'm 8 not sure if it was a lawyer, but it was someone 9 from the SEC. And it was -- after it was done, 10 it was written off because it proved that we did 11 have a company.</p> <p>12 At the time, it was -- you know, 13 this -- the Twitter world sort of had some things 14 going on out there that we had to substantiate 15 that the company was real, which we did.</p> <p>16 Q Was there a formal lawsuit that was 17 instigated by the SEC that you're aware of?</p> <p>18 A No.</p> <p>19 Q Was there a formal SEC investigation?</p> <p>20 A I believe it was maybe an informal 21 investigation, but I'm not sure what the exact 22 title was. They just wanted to ask a few 23 questions, that they did to a few people within 24 the company. And --</p> <p>25 Q Who else -- I'm sorry. Go ahead. Who</p>

<p>1 else did the SEC interview?</p> <p>2 A I think just Toby McBride.</p> <p>3 Q Was your interview or deposition, was</p> <p>4 it recorded, to your knowledge?</p> <p>5 A I believe it was.</p> <p>6 Q Was it in person or was it via video?</p> <p>7 A It was video.</p> <p>8 Q Was it similar to what we're doing</p> <p>9 here, where you were in one location and they</p> <p>10 were in a totally different location?</p> <p>11 A Yes.</p> <p>12 Q Okay. Other than that, have you been</p> <p>13 deposed at all?</p> <p>14 A No, sir.</p> <p>15 Q Ever given trial testimony?</p> <p>16 A No, sir.</p> <p>17 Q And I assume you had a chance to speak</p> <p>18 with your lawyer. I don't want to go into the</p> <p>19 substance of it, other just want to confirm he</p> <p>20 had a chance to go over the deposition rules,</p> <p>21 things like make sure you answer out loud and</p> <p>22 things of that nature.</p> <p>23 Do I need to go over those again or can</p> <p>24 we skip past that?</p> <p>25 A Yes, sir. We discussed that. We can</p>	Page 10	Page 11
<p>1 know. I'm happy to rephrase them to make sure</p> <p>2 that we're on the same page before you give any</p> <p>3 answers; okay?</p> <p>4 A Okay.</p> <p>5 Q By the same token, though, if you</p> <p>6 answer one of my questions, I'm going to assume</p> <p>7 that you understood; it that fair?</p> <p>8 A Okay.</p> <p>9 Q Okay. Did you review any documents to</p> <p>10 prepare for your deposition today?</p> <p>11 A Just a few of the documents that were</p> <p>12 submitted prior that were completed.</p> <p>13 Q And what documents were those?</p> <p>14 A Just the questions and answers from the</p> <p>15 last round of questions that was asked to us from</p> <p>16 you guys, I believe.</p> <p>17 Q You're referring to interrogatory</p> <p>18 questions and written answers to those</p> <p>19 interrogatory questions?</p> <p>20 A Yes.</p> <p>21 Q Okay. Other than those, did review any</p> <p>22 other documents?</p> <p>23 A No.</p> <p>24 Q Other than your lawyer, did you speak</p> <p>25 to anyone else about your deposition today?</p>	Page 12	Page 13
		<p>1 A No.</p> <p>2 Q None of the other Defendants?</p> <p>3 A Correct.</p> <p>4 Q Can you walk me through your employment</p> <p>5 history for the last 10 years, please.</p> <p>6 A I've been self-employed through my</p> <p>7 company, which is Flexus, LLC.</p> <p>8 Q Can you spell that?</p> <p>9 A F-l-e-x-u-s, LLC.</p> <p>10 Q Okay. For that entire 10 years?</p> <p>11 A Yes, sir.</p> <p>12 Q What type of company is Flexus, LLC?</p> <p>13 A It's a consulting company.</p> <p>14 Q Consulting with respect to what?</p> <p>15 A To the health and fitness industry.</p> <p>16 Q How long have you owned that company?</p> <p>17 A Since 2005.</p> <p>18 Q Are you the sole owner?</p> <p>19 A Sole owner.</p> <p>20 Q And what state is that incorporated</p> <p>21 in?</p> <p>22 A Ohio.</p> <p>23 Q How many employees do you have now?</p> <p>24 A Just myself.</p> <p>25 Q Has that been the case since 2005?</p>

<p style="text-align: right;">Page 14</p> <p>1 A Correct.</p> <p>2 Q Okay. So you've been self-employed</p> <p>3 since 2005, through Flexus, LLC.</p> <p>4 What other employment have you had in</p> <p>5 the last 10 years?</p> <p>6 A No real direct employment. I'm</p> <p>7 primarily -- I'm usually contracted for different</p> <p>8 types of work, sometimes sales marketing</p> <p>9 formulations, but no direct employment.</p> <p>10 Q And when you say "contracted," are they</p> <p>11 contracting with Flexus, LLC, or are they</p> <p>12 contracting with you directly?</p> <p>13 A With either -- usually with me directly</p> <p>14 or with Flexus. I mean, it's one and the same.</p> <p>15 Q And how many companies approximately</p> <p>16 have you contracted with in the last 10 years?</p> <p>17 A Oh, maybe half a dozen or so. Tough to</p> <p>18 say.</p> <p>19 Q How about in the last four?</p> <p>20 A Maybe one or two.</p> <p>21 Q Which companies were those?</p> <p>22 A Takeover and LOCK'DIN or Next Gen</p> <p>23 Beverage.</p> <p>24 Q And Next Gen's all one word; correct?</p> <p>25 N-e-x-t, capital G, e-n, all one word?</p>	<p style="text-align: right;">Page 15</p> <p>1 A I believe it's two words.</p> <p>2 Q When did you first start working for</p> <p>3 Takeover?</p> <p>4 A I would probably say January of --</p> <p>5 well, I was never really working for them. I was</p> <p>6 just contracted. I'd say January 2021 --</p> <p>7 Q And when you say "contracted," what --</p> <p>8 what specifically was the arrangement?</p> <p>9 A Well, I provided work to the company.</p> <p>10 So I wasn't really an employee. I was just, I</p> <p>11 guess, a -- sort of an 1099 consultant.</p> <p>12 Q Were you billing by the hour or how</p> <p>13 were you getting paid?</p> <p>14 A Nope. I was -- usually, it'd be a</p> <p>15 monthly stipend.</p> <p>16 Q And say a little more about that. What</p> <p>17 would the monthly stipend consist of?</p> <p>18 A Anywhere from usually \$5,000 a month up</p> <p>19 to \$10,000 a month.</p> <p>20 Q Depending on what?</p> <p>21 A Depending on the scope of work.</p> <p>22 Q Did you keep time sheets or anything</p> <p>23 like that to keep track of the scope of work?</p> <p>24 A No. I don't do that type of work with</p> <p>25 time sheets.</p>
<p style="text-align: right;">Page 16</p> <p>1 Q So how did you keep track of the scope</p> <p>2 of your work?</p> <p>3 A Well, the scope of my work primarily</p> <p>4 consists of creating formulas, intellectual</p> <p>5 property and then assisting with education, sales</p> <p>6 distribution, kind of -- pretty much everything</p> <p>7 that would be required to help a company get</p> <p>8 started in marketing and sell a product.</p> <p>9 Q Who decided how much you were going to</p> <p>10 get paid per month?</p> <p>11 A At the time, we collectively decided to</p> <p>12 each take \$5,000 a month back in January of 2021,</p> <p>13 I believe.</p> <p>14 Q Who is the "we" in that sentence?</p> <p>15 A Toby McBride and Mike Holley.</p> <p>16 Q Was there some sort of formal</p> <p>17 resolution that said we're going to each take</p> <p>18 \$5,000 per month?</p> <p>19 A I can't recall if there was a formal</p> <p>20 resolution.</p> <p>21 Q But you said sometimes you got paid</p> <p>22 10,000 a month; correct?</p> <p>23 A Further down the road, once the company</p> <p>24 was up and moving. But, again, that was all</p> <p>25 prior to any of the matters at hand.</p>	<p style="text-align: right;">Page 17</p> <p>1 Q And you said in order to get the</p> <p>2 stipend, you were creating formulas, creating IP</p> <p>3 and doing education with regard to sales and</p> <p>4 marketing; is that right?</p> <p>5 A For the most part.</p> <p>6 Q What else did you do?</p> <p>7 A No, that pretty much encompassed it. I</p> <p>8 mean, I'd do whatever it takes, like anything</p> <p>9 with a start-up company.</p> <p>10 Q And then you said you also either</p> <p>11 worked for or contracted -- or were contracted by</p> <p>12 Next Gen Beverages; is that correct?</p> <p>13 A You were breaking up. Could you repeat</p> <p>14 that?</p> <p>15 Q Yeah. You said you were also either</p> <p>16 employed by or contracted by Next Gen Beverages; correct?</p> <p>17 A I'm sorry, you're still breaking up.</p> <p>18 Q You said you were also employed by or</p> <p>19 contracted by Next Gen Beverages; correct?</p> <p>20 You seem to have -- you were frozen</p> <p>21 there for a second. Are you able to hear us now?</p> <p>22 Mr. Pavlik?</p> <p>23 MR. HARVEY: Is anyone else able to</p> <p>24 hear me?</p>
<p style="text-align: right;">Page 14</p> <p>1 A Correct.</p> <p>2 Q Okay. So you've been self-employed</p> <p>3 since 2005, through Flexus, LLC.</p> <p>4 What other employment have you had in</p> <p>5 the last 10 years?</p> <p>6 A No real direct employment. I'm</p> <p>7 primarily -- I'm usually contracted for different</p> <p>8 types of work, sometimes sales marketing</p> <p>9 formulations, but no direct employment.</p> <p>10 Q And when you say "contracted," are they</p> <p>11 contracting with Flexus, LLC, or are they</p> <p>12 contracting with you directly?</p> <p>13 A With either -- usually with me directly</p> <p>14 or with Flexus. I mean, it's one and the same.</p> <p>15 Q And how many companies approximately</p> <p>16 have you contracted with in the last 10 years?</p> <p>17 A Oh, maybe half a dozen or so. Tough to</p> <p>18 say.</p> <p>19 Q How about in the last four?</p> <p>20 A Maybe one or two.</p> <p>21 Q Which companies were those?</p> <p>22 A Takeover and LOCK'DIN or Next Gen</p> <p>23 Beverage.</p> <p>24 Q And Next Gen's all one word; correct?</p> <p>25 N-e-x-t, capital G, e-n, all one word?</p>	<p style="text-align: right;">Page 15</p> <p>1 A I believe it's two words.</p> <p>2 Q When did you first start working for</p> <p>3 Takeover?</p> <p>4 A I would probably say January of --</p> <p>5 well, I was never really working for them. I was</p> <p>6 just contracted. I'd say January 2021 --</p> <p>7 Q And when you say "contracted," what --</p> <p>8 what specifically was the arrangement?</p> <p>9 A Well, I provided work to the company.</p> <p>10 So I wasn't really an employee. I was just, I</p> <p>11 guess, a -- sort of an 1099 consultant.</p> <p>12 Q Were you billing by the hour or how</p> <p>13 were you getting paid?</p> <p>14 A Nope. I was -- usually, it'd be a</p> <p>15 monthly stipend.</p> <p>16 Q And say a little more about that. What</p> <p>17 would the monthly stipend consist of?</p> <p>18 A Anywhere from usually \$5,000 a month up</p> <p>19 to \$10,000 a month.</p> <p>20 Q Depending on what?</p> <p>21 A Depending on the scope of work.</p> <p>22 Q Did you keep time sheets or anything</p> <p>23 like that to keep track of the scope of work?</p> <p>24 A No. I don't do that type of work with</p> <p>25 time sheets.</p>
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<p style="text-align: right;">Page 18</p> <p>1 MR. SEXTON: I can hear you.</p> <p>2 THE REPORTER: I can hear you fine.</p> <p>3 MR. HARVEY: He looked like he was</p> <p>4 frozen on my screen. I don't know --</p> <p>5 THE WITNESS: All right. Now I can</p> <p>6 hear you.</p> <p>7 MR. HARVEY: Okay. Are we all set now?</p> <p>8 All right. He looks like frozen</p> <p>9 again.</p> <p>10 THE VIDEOGRAPHER: Counsel, it appears</p> <p>11 our witness is having internet issues.</p> <p>12 THE WITNESS: Now I can -- can you hear</p> <p>13 me now?</p> <p>14 MR. HARVEY: I can now.</p> <p>15 THE WITNESS: Okay.</p> <p>16 MR. HARVEY: All right. Are we all</p> <p>17 set?</p> <p>18 THE WITNESS: Yeah -- now I can hear</p> <p>19 you.</p> <p>20 MR. HARVEY: Okay. And for the record,</p> <p>21 do we have somebody else on? It looks like we've</p> <p>22 got another person.</p> <p>23 MR. SEXTON: I believe we have --</p> <p>24 MR. ZARRO: Tom's here. Tom's here.</p> <p>25 MR. SEXTON: Mike Holley and Tom, two</p>	<p>1 of the parties --</p> <p>2 MR. ZARRO: Hey, everybody.</p> <p>3 MR. HARVEY: Tom who?</p> <p>4 MR. ZARRO: Tom Zarro.</p> <p>5 MR. HARVEY: Okay.</p> <p>6 BY MR. HARVEY:</p> <p>7 Q All right. So I was asking you,</p> <p>8 Mr. Pavlik, you said you also were employed by or</p> <p>9 contracted by Next Gen Beverages; correct?</p> <p>10 A That's correct.</p> <p>11 Q And when did that -- were you employed</p> <p>12 by or were you contracted by Next Gen</p> <p>13 Beverages?</p> <p>14 A It was really a volunteer position. I</p> <p>15 don't even -- so there was really -- everybody</p> <p>16 worked as volunteers, so there was really no --</p> <p>17 nothing official.</p> <p>18 Q Did you receive any compensation from</p> <p>19 Next Gen Beverages?</p> <p>20 A I did receive compensation in shares.</p> <p>21 Q How much compensation did you</p> <p>22 receive?</p> <p>23 A 300 million shares.</p> <p>24 Q When did you receive those?</p> <p>25 A June of 2023.</p>
<p style="text-align: right;">Page 20</p> <p>1 Q And when you say "Next Gen Beverages,"</p> <p>2 is that the Next Gen Beverages that's the</p> <p>3 defendant in this lawsuit, which is Next Gen</p> <p>4 Beverages, LLC, or is it a different Next Gen</p> <p>5 Beverages?</p> <p>6 A I'm assuming that's the same one.</p> <p>7 Q And how did you go about receiving</p> <p>8 these shares?</p> <p>9 A Could you explain? I'm not quite sure.</p> <p>10 How do -- how did I receive them?</p> <p>11 Q Yeah. What led you to getting these</p> <p>12 shares from Next Gen Beverages? What was the</p> <p>13 series of --</p> <p>14 A Oh.</p> <p>15 Q -- events that led to you getting</p> <p>16 them?</p> <p>17 A It was for all of -- again, going back</p> <p>18 to what I do, it was for the new creation and</p> <p>19 development and formulation of all of the new</p> <p>20 products for the new company after the other</p> <p>21 former company was left for dead.</p> <p>22 Q So you said a lot there. Let me try</p> <p>23 and unpack it.</p> <p>24 So you received 300 million shares in</p> <p>25 Next Gen Beverages because you created new</p>	<p>1 products, new formulas, new IP for Next Gen</p> <p>2 Beverages after Takeover was left for dead; is</p> <p>3 that correct?</p> <p>4 A That's correct.</p> <p>5 Q And when was Takeover left for dead?</p> <p>6 A After -- I would probably say October</p> <p>7 of 2022, after the series of events between</p> <p>8 Mr. Deppoleto and Justin Tucker, the company was</p> <p>9 left with nothing but lawsuits. So that's why</p> <p>10 the company was left for dead. It was set up to</p> <p>11 fail.</p> <p>12 Q And who set it up to fail?</p> <p>13 A Mr. Deppoleto and Jason Tucker.</p> <p>14 Q And what do you mean by they set it up</p> <p>15 to fail?</p> <p>16 A Well, investments were made, to my</p> <p>17 understanding, and I -- again, I wasn't involved</p> <p>18 in all the financial dealings. However,</p> <p>19 initially, an investment was made. There was a</p> <p>20 commitment made. It wasn't followed through.</p> <p>21 And then after that, I was, you know, pretty much</p> <p>22 not involved in any of the correspondence with</p> <p>23 the additional investments, but I do know that</p> <p>24 the primary factor of their decision to, you</p> <p>25 know, do a deal with Dollar General, which was</p>

<p style="text-align: right;">Page 22</p> <p>1 advised against, was, you know, the primary 2 reason for what we're talking about today, I 3 believe with that investment. And that was a 4 decision that was made by Mr. Deppoleto, acting 5 as a director, Justin Tucker, which, you know, I 6 had no real involvement with other than saying 7 that it was not a good deal, and then that's what 8 essentially led to the demise of the company.</p> <p>9 Q So you said a lot there. Let me unpack 10 it a little bit.</p> <p>11 So, initially, you said that there were 12 investments that were made. What did you mean by 13 that? Mr. Deppoleto's investments?</p> <p>14 A Correct.</p> <p>15 Q So you were aware Mr. Deppoleto made 16 investments into Takeover; correct?</p> <p>17 A I was aware of the first investment.</p> <p>18 Q And how much was that investment for?</p> <p>19 A I'm not sure. May have been around 20 500,000.</p> <p>21 Q And when was that?</p> <p>22 A I'd probably say May of 2022.</p> <p>23 Q And you were drawing a distinction.</p> <p>24 You said you were aware of the initial 25 investment. Did I hear you correctly?</p>	<p style="text-align: right;">Page 23</p> <p>1 A Correct. 2 Q So that means that there were other 3 investments that Mr. Deppoleto made; correct? 4 A I believe so. 5 Q And how much were those? 6 A I don't have the exact amounts. 7 Q What's your best memory? 8 A I would probably say -- from what was 9 reported in any of the documentation, I'd 10 probably say it was approximately 1.4 or 1.5 11 million, of which, from what I recall from the 12 review, 980,000 of that was dedicated to the 13 Dollar General deal, and the rest was paid out in 14 salaries to Jason Tucker, his wife and the sales 15 guys.</p> <p>16 So that's why I was always kind of 17 confused where that investment -- you know, 18 why -- I'm getting lump -- pulled into this 19 where, you know, it was just a bad investment, 20 the money was misdirected and it's just -- you 21 know, it was advise -- everybody advised against 22 doing that deal. And that was the -- to answer 23 your question, that was the demise of the 24 company -- one of the demises.</p> <p>25 Q Who are the sales guys you were</p>
<p style="text-align: right;">Page 24</p> <p>1 referring to?</p> <p>2 A Mike Costello and Mike Tzanetatos.</p> <p>3 Q Can you spell those last names?</p> <p>4 A I can spell Costello, C-o-s-t-e-l-l-o. 5 I can't spell Tzanetatos.</p> <p>6 Q And you said your understanding was -- 7 of the initial 1.4 to 1.5 million that 8 Mr. Deppoleto invested in Takeover, your 9 understanding was that 800 to 900,000 of that was 10 earmarked for the Dollar General deal; is that 11 correct?</p> <p>12 A I believe so --</p> <p>13 MR. SEXTON: Object to form.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q And then the rest, you said, was paid 16 to the sales guys and -- the two you just 17 referenced and then you also said to Mr. Tucker 18 and his wife; is that correct?</p> <p>19 A That's correct.</p> <p>20 Q Now, other than that 1.4 to 1.5 21 million, you were aware of an additional \$500,000 22 loan, too; correct?</p> <p>23 A I don't recall that.</p> <p>24 Q Okay.</p> <p>25 A Again, I was not involved -- you know,</p>	<p style="text-align: right;">Page 25</p> <p>1 I'm -- that was -- I was not involved in any of 2 the notes or the financials. And I was actually 3 frozen out.</p> <p>4 Once Mr. Deppoleto came in with Jason 5 Tucker, I was sort of frozen out and had limited 6 knowledge of what was going on, other than what I 7 learned after the fact once all this went down, 8 so...</p> <p>9 Q Now, one of the other things you said a 10 couple of minutes ago was that -- you were 11 telling me about Takeover being left for dead, 12 and you said, "Commitments were made, but not 13 followed through."</p> <p>14 What did you mean by that statement?</p> <p>15 A That commitments were made to support 16 and fund the company in a certain way, and then 17 that stopped. And from what I understand, 18 Mr. Deppoleto pulled out and decided not to move 19 forward after working a new deal with Jason. And 20 then the sales guys, they formed a new -- sort of 21 a new alliance, and they were operating 22 independently. So at that point in time, there 23 was no control over what they were doing, and I 24 wasn't involved.</p> <p>25 Q So the commitments were made by whom?</p>

<p style="text-align: right;">Page 26</p> <p>1 A Well, the initial commitment was made 2 by Mr. Deppoleto --</p> <p>3 Q Are you talking about an investment or 4 some other commitment?</p> <p>5 A Well, just a commitment to want to, you 6 know, be involved and fund the company and 7 support it. And that was when I was involved. 8 But then shortly thereafter, as you're probably 9 aware, he formed an alliance with Jason Tucker. 10 And then Jason Tucker and the two sales guys 11 mentioned, Costello and Tzanetatos, along with 12 Jason's wife and Kerby, their gamer, social media 13 guy, they began to operate independently and 14 making decisions. And at that point in time, I 15 had no transparency to what was going on until 16 after --</p> <p>17 Q This was after Mr. Deppoleto had 18 already loaned money to the company, though; 19 correct?</p> <p>20 A Could you repeat that?</p> <p>21 Q This was after Mr. Deppoleto had 22 already loaned money to the company; correct?</p> <p>23 A Yeah, shortly thereafter.</p> <p>24 Q Okay. Let me back up. We've been 25 talking about Takeover, and that's Takeover</p>	<p style="text-align: right;">Page 27</p> <p>1 Industries, Incorporated; correct?</p> <p>2 A Could you repeat that?</p> <p>3 Q We've been using the name Takeover. 4 The full name of the company is Takeover 5 Industries, Incorporated; correct?</p> <p>6 A Correct.</p> <p>7 Q And can you generally describe who 8 started Takeover and when did they start it?</p> <p>9 A Did you ask who started Takeover?</p> <p>10 Q Yeah.</p> <p>11 A Takeover was started by myself, Mike 12 Holley and Toby McBride.</p> <p>13 Q And when did you start it?</p> <p>14 A I would say approximately January of 15 2021.</p> <p>16 Q And what was the genesis of this 17 company? What led you guys to create it?</p> <p>18 A We had worked in the beverage industry 19 prior, and so we decided to create a beverage 20 company.</p> <p>21 Q And there's a brand underneath it 22 called NXT LVL; correct? N-X-T, L-V-L?</p> <p>23 A Yeah, correct.</p> <p>24 Q What products were sold under the brand 25 name NXT LVL?</p>
<p style="text-align: right;">Page 28</p> <p>1 A There was a hydrogen water and then 2 also a gamer shot, which was like a two-ounce 3 energy shot.</p> <p>4 Q Did it have a specific name?</p> <p>5 A Yes, it had the name Gamer Shot.</p> <p>6 Q Anything else that was sold under the 7 brand name NXT LVL?</p> <p>8 A Those were the only two products.</p> <p>9 Q Are any products still being sold under 10 the brand name NXT LVL?</p> <p>11 A No, not to my knowledge.</p> <p>12 Q When was the last time you're aware of 13 products being sold under the brand name NXT LVL 14 having been sold?</p> <p>15 A I would estimate probably -- maybe Q4 16 2022, October 2022.</p> <p>17 Q Does Takeover have any employees 18 today?</p> <p>19 A I'm not sure.</p> <p>20 Q When was the last time you were aware 21 of Takeover having employees?</p> <p>22 A Probably around that time when -- the 23 end of 2022, when Jason Tucker was still involved 24 and the two sales guys.</p> <p>25 Q Other than Mr. Tucker and the two sales</p>	<p style="text-align: right;">Page 29</p> <p>1 guys, were you aware of anyone else being an 2 actual employee of Takeover?</p> <p>3 A I'm not sure if they -- I don't know 4 what their official status was, but there was 5 another individual by the name of Kerby, who was 6 a social media orchestrator, and then, also, I 7 believe Jason's wife and another consultant, Joe 8 Bel Bruno, all of which were worked with and 9 managed by Jason. I had limited involvement with 10 any of them.</p> <p>11 Q Do you know how to spell Bel Bruno?</p> <p>12 A I can try. B-e-l, B-r-u-n-o.</p> <p>13 Q And what was Kerby's last name, the 14 social media guy?</p> <p>15 A Fortner, F-o-r-t-n-e-r.</p> <p>16 Q Other than the people you just 17 mentioned, are you aware of Takeover ever having 18 any other employees?</p> <p>19 A Not that I can recall right now.</p> <p>20 Q Are you currently an officer of 21 Takeover?</p> <p>22 (Brief pause.)</p> <p>23 Did you hear my question or are you 24 thinking about it?</p> <p>25 A My -- can you please repeat that?</p>

<p style="text-align: right;">Page 30</p> <p>1 You're breaking up a little bit.</p> <p>2 Q Are you an officer of Takeover today?</p> <p>3 A No.</p> <p>4 Q Are you a director of Takeover today?</p> <p>5 A I do not believe -- I may still be. I</p> <p>6 don't know what the status is officially.</p> <p>7 Q Do you know anyone who is an officer or</p> <p>8 director of Takeover today?</p> <p>9 A I'm not sure of the official status.</p> <p>10 Q You were at one point an officer or</p> <p>11 director of Takeover; correct?</p> <p>12 A At one point, yes.</p> <p>13 Q When?</p> <p>14 A During 2021. From the beginning -- say</p> <p>15 from March of 2021, until -- I'd say September</p> <p>16 2021, when I resigned.</p> <p>17 Q After September 2021, were you ever an</p> <p>18 officer or director again?</p> <p>19 A I was not an officer. May have still</p> <p>20 been a director, but, again, I was frozen out of</p> <p>21 a lot of all that communication.</p> <p>22 Q What was your position in September of</p> <p>23 2021, before you resigned it?</p> <p>24 A I was the CEO of LTNC.</p> <p>25 Q CEO of LTNC?</p>	<p style="text-align: right;">Page 31</p> <p>1 A Correct. Or let's say chief science</p> <p>2 officer of Takeover.</p> <p>3 Q What's LTNC?</p> <p>4 A It's the parent company. But if you're</p> <p>5 referring to Takeover, my title, I guess, was</p> <p>6 chief science officer.</p> <p>7 Q All right. So you said you resigned</p> <p>8 your position from Takeover in September of 2021;</p> <p>9 correct?</p> <p>10 A Correct.</p> <p>11 Q So as of, let's say, August 2021, what</p> <p>12 titles did you hold at Takeover?</p> <p>13 A Chief science officer.</p> <p>14 Q And were you a board member at that</p> <p>15 time?</p> <p>16 A I was a board member at that time.</p> <p>17 Q Did you hold any particular position on</p> <p>18 the board?</p> <p>19 A No. I think I was just on the board.</p> <p>20 Q And why did you resign in September</p> <p>21 2021, from Takeover?</p> <p>22 A Because of the harassment that I was</p> <p>23 receiving from Jason Tucker. And --</p> <p>24 Q What do you mean by "harassment"?</p> <p>25 A Pardon?</p>
<p style="text-align: right;">Page 32</p> <p>1 Q What do you mean by "harassment"?</p> <p>2 A Just general being forced to do things</p> <p>3 that I didn't want to do, sign documents and</p> <p>4 agreements, and just -- it was just a -- not a</p> <p>5 good situation. Conflict of business ethics.</p> <p>6 Q When you say "forced," was he</p> <p>7 physically forcing you?</p> <p>8 A No. Verbally forcing, verbally</p> <p>9 harassing, making threats.</p> <p>10 Q Was he in the same room when he made</p> <p>11 these threats?</p> <p>12 A No. He was typically hiding out in</p> <p>13 Mexico.</p> <p>14 Q So you resigned because of harassment</p> <p>15 and threats over the internet from Mr. Tucker?</p> <p>16 A Correct.</p> <p>17 Q When --</p> <p>18 A And I just --</p> <p>19 Q Go ahead. Go ahead.</p> <p>20 A No, I just -- I -- it just was a</p> <p>21 situation I just -- the energy of -- and the</p> <p>22 overall, you know, demeanor and, you know,</p> <p>23 attitude was just not something that I wanted to</p> <p>24 be part of.</p> <p>25 Q But you maintained an officer position</p>	<p style="text-align: right;">Page 33</p> <p>1 after September 2021, at Takeover; correct?</p> <p>2 A Yes.</p> <p>3 Q When did you stop being an officer of</p> <p>4 Takeover?</p> <p>5 A I would probably say -- probably around</p> <p>6 the time that -- maybe summer of 2022.</p> <p>7 Q Were you compensated for your position</p> <p>8 as an officer of Takeover?</p> <p>9 A For a period of time, yes.</p> <p>10 Q How much?</p> <p>11 A It would range from -- I think at the</p> <p>12 time when Mr. Deppolito came in, my compensation</p> <p>13 was minimal. It was around 3,750 a month.</p> <p>14 Q And what time frame is this?</p> <p>15 A May, June, July -- I would say May,</p> <p>16 June, July, August, September of 2022. And then</p> <p>17 --</p> <p>18 Q So this is after you resigned your</p> <p>19 position because of the harassment; correct?</p> <p>20 A Yeah. But that was the year prior, in</p> <p>21 2021.</p> <p>22 Q Right. You -- I'm saying you were</p> <p>23 compensated the 3,750 a month even after you</p> <p>24 resigned because of the harassment you were</p> <p>25 describing; correct?</p>

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<p style="text-align: right;">Page 34</p> <p>1 A No. That's not correct. I was -- 2 they -- Jason Tucker reached back out to me in 3 January of 2023 [sic], after there was a 4 situation where he made the attempt to sideline 5 Mike Holley. He asked me to come back in and 6 help the company because the company needed help 7 at that time, and that was in January of 2022. 8 Q So you said a lot of different dates 9 here. I want to make sure we get the record 10 straight. 11 You told me that you resigned in 12 September 2021 because of the harassment over the 13 internet from Mr. Tucker; correct? 14 A Well, not over the internet. It was -- 15 you know, directly with phone calls and 16 communication. But that was in September of 17 2021. And then I was asked to rejoin the company 18 after Mike Holley had been taken out in January 19 of 2022. 20 Q Okay. And then after you rejoined, you 21 were compensated at that 3,750 a month in the May 22 through September 2022 time frame; correct? 23 A Correct. 24 Q Okay. What other compensation did you 25 receive for being an officer or director of</p>	<p style="text-align: right;">Page 35</p> <p>1 Takeover? 2 A No other compensation. 3 Q Who was on the board of Takeover from 4 September 2021 through December 2021 -- December 5 31, 2021, I'll say? 6 A During that year, I'd -- I would say, 7 to my understanding -- and I'm not sure if this 8 is accurate. I know myself, Toby McBride, Mike 9 Holley. I believe we were the three on the 10 board. Can't -- Jason may have been on the 11 board. I'm not sure what happened there. 12 Q You sound like you're having a little 13 bit of trouble remembering, and I'm not faulting 14 you for it, but would you defer to the corporate 15 record book to say who exactly was on the board 16 at what time -- 17 A Yeah, that -- that would probably give 18 the most accurate reading. And the reason I 19 can't exactly recall is because there was so many 20 people coming on and off. I really wasn't, you 21 know, keeping track. 22 Q Okay. 23 A But I'm sure the -- 24 Q Now, you mentioned -- 25 A -- accurate.</p>
<p style="text-align: right;">Page 36</p> <p>1 Q I'm sorry, what? 2 A I said I'm sure the corporate record 3 book would be the best reference versus my 4 recollection. 5 Q Okay. Now, you mentioned LTNC, which 6 you said was the parent company for Takeover; 7 correct? 8 A Correct. 9 Q And that's -- stands for Labor SMART? 10 That's the name of LTNC? 11 A Right. 12 Q And generally speaking, what is Labor 13 SMART? 14 A It's a labor contraction -- contracting 15 company. 16 Q Can you say little more about that? 17 A That's about all I can really say. 18 Q You were the CEO of Labor SMART at some 19 point, weren't you? 20 A Correct. 21 Q How long did you hold the CEO position 22 of Labor SMART? 23 A From what I had mentioned earlier, 24 probably six months, March through September. 25 Q Of what year?</p>	<p style="text-align: right;">Page 37</p> <p>1 A 2021. 2 Q Why did you hold the CEO position in 3 March through September of 2021 of Labor SMART? 4 A Because at the time I was -- felt -- 5 everybody involved felt that it was best that I 6 took that position until someone else could step 7 in to handle that role. 8 Q To your knowledge, who started Labor 9 SMART? 10 A Ryan Schadel. 11 Q Schadel is S-c-h-a-d-e-l; is that 12 right? 13 A I believe so. 14 Q And when did he start it? Do you 15 know? 16 A That, I don't know. I could estimate 17 maybe 2013, 2014 time frame, but I'm not sure. 18 Q Where was Mr. Schadel in this March 19 through September 2021 time frame that you were 20 the CEO? 21 A Where was he physically? 22 Q No. Where was he in relation with the 23 company? 24 A He had stepped down. 25 Q Why did he step down?</p>

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<p style="text-align: right;">Page 38</p> <p>1 A Because we were essentially taken over 2 by -- we were taken over by the -- you know, we 3 essentially took over the company, so he really 4 didn't have -- I think he continued to manage the 5 labor business, but wasn't really involved with 6 our side of the business.</p> <p>7 Q And what do you mean by "we" took it 8 over? When you say "we" took over Labor SMART, 9 what do you mean by that?</p> <p>10 A Well, the Takeover company, the 11 beverage company, essentially, was the first -- 12 you know, the company that was involved with 13 Labor SMART. So I guess it was like a 14 subsidiary.</p> <p>15 Q I'm not sure I'm tracking here. So my 16 understanding from what you said before was that 17 Labor SMART was the parent; Takeover was a 18 subsidiary. Is that what you told me earlier?</p> <p>19 A I believe so.</p> <p>20 Q Okay. And usually the subsidiary is 21 subservient to the parent company. So why -- 22 what did you mean by Takeover took over Labor 23 SMART?</p> <p>24 A I'm not sure. I'm not quite sure I'm 25 understanding what you're asking me.</p>	<p style="text-align: right;">Page 39</p> <p>1 Q Well, let's try this way: So you 2 said -- I asked you where Mr. Schadel was with 3 regard to Labor SMART in the March through 4 September 2021 time frame when you were the CEO 5 of Labor SMART. And you told me there wasn't 6 really anything for him to do.</p> <p>7 Do you remember telling me that two 8 minutes ago?</p> <p>9 A Yeah.</p> <p>10 Q Okay. So why was there nothing for him 11 to do with regard to Labor SMART, which was the 12 parent company?</p> <p>13 A Well, I meant -- you were referencing 14 Takeover, so I thought you were talking about 15 Takeover. So there was really nothing much for 16 him to do there, but he was still, I believe, 17 running the labor division.</p> <p>18 Q So I want to make sure I understand. 19 You were the CEO of Labor SMART, not Takeover; 20 correct?</p> <p>21 A Correct.</p> <p>22 Q Okay. And so as the CEO of Labor 23 SMART, you were overseeing the whole company of 24 Labor SMART; correct?</p> <p>25 A Very high level.</p>
<p style="text-align: right;">Page 40</p> <p>1 Q Okay. Why was Mr. Schadel not the CEO 2 in March through September of 2021 of Labor 3 SMART?</p> <p>4 MR. SEXTON: Object to form.</p> <p>5 A I believe Ryan resigned. I mean, I -- 6 you'd have to check the actual records. I'm not 7 sure.</p> <p>8 BY MR. HARVEY:</p> <p>9 Q Did Mr. Schadel have anything to do 10 with Takeover?</p> <p>11 A In what capacity?</p> <p>12 Q Any capacity.</p> <p>13 A I'd say no.</p> <p>14 Q When did Takeover and Labor SMART start 15 doing business together? You told me you started 16 Takeover in around January 2021; correct?</p> <p>17 A Correct.</p> <p>18 Q When and how did Labor SMART and 19 Takeover come to be involved with each other at 20 all after that?</p> <p>21 A Takeover was introduced to Labor SMART, 22 Ryan Schadel, by another colleague by the name of 23 Jim Janis, and then that's how the relationship 24 started.</p> <p>25 Q And did Labor SMART purchase</p>	<p style="text-align: right;">Page 41</p> <p>1 Takeover?</p> <p>2 A Yes, I believe Labor SMART purchased 3 Takeover.</p> <p>4 Q When was that?</p> <p>5 A I believe it was around March of 6 2021.</p> <p>7 Q How much did it pay?</p> <p>8 A I believe it was 6 billion shares.</p> <p>9 Q Of Labor SMART?</p> <p>10 A Of Labor SMART, I believe.</p> <p>11 Q And you and Mr. McBride and Mr. Holley 12 were the owners of Takeover at that time; 13 correct?</p> <p>14 A Correct.</p> <p>15 Q So did you each get 2 million -- or 2 16 billion shares?</p> <p>17 A We did.</p> <p>18 Q Do you still have those shares?</p> <p>19 A No, I don't.</p> <p>20 Q When did you get rid of them?</p> <p>21 A Well, unfortunately, they were extorted 22 from me by Jason Tucker.</p> <p>23 Q What do you mean by "extorted"?</p> <p>24 A I was harassed continually. There was 25 a period of time when he was supposedly supposed</p>

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<p style="text-align: right;">Page 42</p> <p>1 to be getting the financials of the company done. 2 He said that he had oversold shares to investors. 3 He needed me to loan the shares back to the 4 company, and they would then be returned to me, 5 which they never were. And he had never been 6 even working on the financials, so I was extorted 7 and conned out of 1.85 billion shares.</p> <p>8 Q When was this?</p> <p>9 A That was in May of 2022.</p> <p>10 Q And you said 1.85 billion, but you 11 initially got 2 billion. What happened to the 12 rest of them?</p> <p>13 A I retained those.</p> <p>14 Q So you still have those today?</p> <p>15 A Yes.</p> <p>16 And that was also partially the reason 17 why I resigned in September of 2021 because of 18 just continual harassments like that. And then 19 that actual incident happened right before 20 Mr. Deppoleto came involved with the company.</p> <p>21 Q And you said you "resigned." Are you 22 talking about resigning from Labor SMART?</p> <p>23 A Correct.</p> <p>24 Q Who introduced you to Labor SMART? Was 25 it Jim Janis introduced you or did he introduce</p>	<p style="text-align: right;">Page 43</p> <p>1 Mr. Schadel with somebody else?</p> <p>2 A Jim Janis introduced -- he introduced 3 us to Ryan Schadel.</p> <p>4 Q All three of you?</p> <p>5 A Yes --</p> <p>6 Q Mr. McBride, Mr. Holley and yourself?</p> <p>7 A Correct.</p> <p>8 Q And how was that introduction made?</p> <p>9 A Was it in person, via the internet?</p> <p>10 A Probably through -- I think through a 11 conference call.</p> <p>12 Q What was your compensation as CEO of 13 Labor SMART?</p> <p>14 A I want to say like \$5,000 a month.</p> <p>15 Q Have you worked for Labor SMART in any 16 capacity since September 2022?</p> <p>17 A No.</p> <p>18 Q Other than CEO of Labor SMART, did you 19 hold any other positions at Labor SMART?</p> <p>20 A No.</p> <p>21 Q And Mr. Tucker, this whole time you 22 were talking about him in relation to Labor 23 SMART, did he have a position at Labor SMART?</p> <p>24 A No. I don't believe so.</p> <p>25 Q And so when you were talking about him</p>
<p style="text-align: right;">Page 44</p> <p>1 doing the books for Labor SMART, he was doing 2 that as an unaffiliated party with Labor SMART?</p> <p>3 A He -- I believe he was doing that as 4 the president of -- he may have been the 5 president of Labor SMART; he may have been the 6 president of Takeover, but he was doing it.</p> <p>7 Q You don't know one way or another?</p> <p>8 A He was always changing titles and 9 names, and everything was always just a -- kind 10 of a blur, so, yeah, I really don't know exactly. 11 I mean, he -- I think he was a director and 12 president of Takeover Industries. That was the 13 title that he gave himself.</p> <p>14 So at that time, he was assisting or 15 trying to assist or complete the financials that 16 the company needed and was operating, you know, 17 on his own with that.</p> <p>18 Q Is Labor SMART the majority shareholder 19 of Takeover?</p> <p>20 A I'm not sure.</p> <p>21 Q Who would be the best person to answer 22 that question?</p> <p>23 A Maybe Mike Holley.</p> <p>24 Q Does Takeover still hold board of 25 director meetings?</p>	<p style="text-align: right;">Page 45</p> <p>1 A No. All -- all of the Takeover 2 meetings, to my understanding, were stopped in 3 May of -- May and June of 2022, when 4 Mr. Deppoleto became involved with the company 5 and began communicating with Jason Tucker. 6 That's when everything went dark, went silent and 7 everything got frozen out.</p> <p>8 So I don't have any knowledge of 9 anything that had happened after that, until near 10 the end of the year when we found out there was 11 all these private meetings being held without, 12 you know, no other knowledge. And at that time, 13 there was no -- everything was being done top 14 secret, and that was when all those other 15 decisions were made to do Dollar General and so 16 on and so forth.</p> <p>17 Q Now, you were telling me a little bit 18 about your role with Next Gen Beverages, and you 19 said you created formulas and helped with 20 marketing, things of that nature; correct?</p> <p>21 A Correct.</p> <p>22 Q Did you have a formal title of any sort 23 with Next Gen Beverages?</p> <p>24 A No. I never took a formal title.</p> <p>25 Q Were you ever an officer, director,</p>

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<p>1 member of Next Gen Beverages?</p> <p>2 A No, not to my knowledge. Like many</p> <p>3 volunteers, I was just helping out.</p> <p>4 Q And you told me you received 300</p> <p>5 million shares of Next Gen Beverages; correct?</p> <p>6 A Correct.</p> <p>7 Q Other than those shares, have you</p> <p>8 received any compensation in any form whatsoever</p> <p>9 from Next Gen Beverages?</p> <p>10 A No compensation.</p> <p>11 Q Do you still have the 300 million</p> <p>12 dollar -- or 300 million shares?</p> <p>13 A Yes.</p> <p>14 Q To your knowledge, how many shares are</p> <p>15 outstanding in Next Gen Beverages?</p> <p>16 A I don't know.</p> <p>17 Q Who are the current officers of Next</p> <p>18 Gen Beverages?</p> <p>19 A I believe we have Tom Zarro as the</p> <p>20 interim CEO, Mike Holley as the COO.</p> <p>21 Q Any other officers you're aware of?</p> <p>22 A Not that I'm aware of.</p> <p>23 Q How about directors, who are Next Gen</p> <p>24 Beverages directors?</p> <p>25 A I believe probably Tom and Mike, but</p>	<p>Page 46</p> <p>1 I'm not sure who exactly are all the directors at</p> <p>2 this point.</p> <p>3 Q And you're certain you've never been a</p> <p>4 director for Next Gen Beverages?</p> <p>5 A Yeah, never been a director.</p> <p>6 Q How long has Tom Zarro been the interim</p> <p>7 CEO of Next Gen Beverages?</p> <p>8 A Since the inception.</p> <p>9 Q Which was when?</p> <p>10 A I'm not sure the exact date.</p> <p>11 Q Ballpark's fine.</p> <p>12 A Say May or June of 2023.</p> <p>13 Q So Next Gen Beverages was created while</p> <p>14 this lawsuit was pending; correct?</p> <p>15 A Which lawsuit?</p> <p>16 Q The Nevada that we're here --</p> <p>17 A I know there's been -- there's been a</p> <p>18 number of lawsuits. Unfortunately, that's what</p> <p>19 Jason Tucker did. He just -- he lived in</p> <p>20 creating litigation and all these lawsuits. So</p> <p>21 which lawsuit are we talking about?</p> <p>22 Q The Nevada lawsuit that we're here</p> <p>23 taking your deposition in today.</p> <p>24 A Oh, okay. I believe so.</p> <p>25 Q And it was after the Arizona lawsuit</p>
<p>1 was pending, too; correct?</p> <p>2 A I'm not sure.</p> <p>3 Q You're aware the Arizona lawsuit was</p> <p>4 started before the Nevada lawsuit; correct?</p> <p>5 A Correct.</p> <p>6 Q What's Next Gen Beverages relationship</p> <p>7 to Takeover?</p> <p>8 A Completely new, separate company that</p> <p>9 had to be formed because there was nothing left</p> <p>10 of Takeover. So it's a completely new, separate</p> <p>11 company.</p> <p>12 Q But Mike Holley is the COO; correct?</p> <p>13 A I believe so.</p> <p>14 Q And you created formulas for Takeover;</p> <p>15 correct?</p> <p>16 A I created formulas for Takeover. And</p> <p>17 then I also created formulas for the new company</p> <p>18 being Next Gen.</p> <p>19 Q Are they the same formulas?</p> <p>20 A No. Totally different formulas.</p> <p>21 Q What's different about them?</p> <p>22 A Ingredients, ratios of ingredients,</p> <p>23 flavor systems and different types of products.</p> <p>24 Q What products does Next Gen make?</p> <p>25 A Next Gen makes a hydrogen water and --</p>	<p>Page 48</p> <p>Page 49</p> <p>1 Q Takeover makes a hydrogen water, too;</p> <p>2 correct?</p> <p>3 A Yes, they did.</p> <p>4 (Reporter clarification.)</p> <p>5 MR. HARVEY: Takeover makes a hydrogen</p> <p>6 water, too; correct? And he said, "Yes, they</p> <p>7 did."</p> <p>8 A Well, yeah. Takeover had made a</p> <p>9 hydrogen water, but then that was terminated</p> <p>10 because Jason, as I had mentioned, through</p> <p>11 litigation and -- and basically destroyed the</p> <p>12 relationship with that manufacturer, where they</p> <p>13 no longer wanted to work with Takeover.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q So other than hydrogen water, what</p> <p>16 other products does Next Gen make?</p> <p>17 A Next Gen makes Nootropic drink, an</p> <p>18 alkaline water --</p> <p>19 Q Well --</p> <p>20 A I'm sorry, what was that?</p> <p>21 Q How do you spell Nootropic?</p> <p>22 A N, double o, t-r-o-p-i-c.</p> <p>23 Q And what was the other one you said?</p> <p>24 A A Nootropic coffee.</p> <p>25 Q Any other products?</p>

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<p>1 A And an alkaline water.</p> <p>2 Q Does it make Gamer Shots?</p> <p>3 A It does not make Gamer Shots.</p> <p>4 Q Anything that resembles a Gamer Shot?</p> <p>5 A Nothing that resembles a Gamer Shot.</p> <p>6 Q Any two-ounce energy drinks?</p> <p>7 A No two-ounce energy drinks.</p> <p>8 Q How did Next Gen Beverages obtain its</p> <p>9 startup capital?</p> <p>10 A That, I'm not sure. But I know it</p> <p>11 was -- there was new capital that came into the</p> <p>12 company.</p> <p>13 Q How do you know that?</p> <p>14 A Because from what I recall, there was</p> <p>15 either -- it was either self -- it was either</p> <p>16 funded by someone -- somebody new that came in.</p> <p>17 I'm not sure exactly where it came from, but it</p> <p>18 was new products, new company, new money,</p> <p>19 everything was new.</p> <p>20 And to mention Gamer Shot, it's kind of</p> <p>21 important. That was a formula that I did for</p> <p>22 Takeover, the original Takeover company, and that</p> <p>23 was sort of the demise of the company because the</p> <p>24 product did so well, and there was so much greed</p> <p>25 from Jason Tucker with how well that product was</p>	Page 50	Page 51
Page 52	Page 53	
<p>1 BY MR. HARVEY:</p> <p>2 Q You don't have any idea?</p> <p>3 A No, I don't, but I know it -- I can't</p> <p>4 answer exactly where it came from. I don't know.</p> <p>5 Q What's your best guess?</p> <p>6 A Probably from a private investor, if I</p> <p>7 had to guess.</p> <p>8 Q Who is that?</p> <p>9 A I don't --</p> <p>10 MR. SEXTON: Object to form.</p> <p>11 BY MR. HARVEY:</p> <p>12 Q I didn't hear you. I'm sorry, what?</p> <p>13 A I don't know.</p> <p>14 Q You never had any discussions with</p> <p>15 Mr. Holley, Mr. Zarro, anyone about where the</p> <p>16 money was coming from for this new company?</p> <p>17 A No. I was just focused on what I had</p> <p>18 to do to create new formulas to get the new</p> <p>19 company up and running, to save the investment</p> <p>20 for the 50,000 shareholders that were, you know,</p> <p>21 done wrong by the actions of Jason Tucker and</p> <p>22 Mr. Deppoleto with what they did with Takeover,</p> <p>23 the first company, and NXT LVL.</p> <p>24 Not to mention, NXT LVL trademark was</p> <p>25 set up for failure as well because Jason didn't</p>		

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<p style="text-align: right;">Page 54</p> <p>1 for the investors. And I said which investors, 2 and you said Labor SMART.</p> <p>3 A Oh, okay. I -- maybe -- I meant to say 4 shareholders, but I don't know where the 5 investment came from.</p> <p>6 Q So why would shareholders in Labor 7 SMART, why would you owe them an obligation 8 within Next Gen?</p> <p>9 A Because they put faith in the company, 10 and people did the company wrong.</p> <p>11 Q Put faith in Labor SMART; correct?</p> <p>12 A Yes.</p> <p>13 Q Does Labor SMART own Next Gen?</p> <p>14 A Labor SMART does own Next Gen, I 15 believe.</p> <p>16 Q And there's no functional difference 17 between Next Gen and Takeover because both are 18 owned by Labor SMART; correct?</p> <p>19 MR. SEXTON: Object as to form.</p> <p>20 A It's wholly-owned by Labor SMART, but 21 the functional difference would be that Takeover 22 was essentially run into the background and left 23 for dead, as I had said. There was nothing left. 24 The trademark was gone. They stole the Gamer 25 Shot. They destroyed the relationship with</p>	<p style="text-align: right;">Page 55</p> <p>1 H2ForLife, which was making our hydrogen water, 2 so they literally destroyed the company.</p> <p>3 And the reason that starting the new 4 company to save the investment for the 50,000 5 shareholders was because the intention of Jason 6 and James Deppoleto was to take the company 7 private and run this deal that they were going to 8 do with 5-Hour Energy, which we found out about.</p> <p>9 And so that was where it was like -- 10 all 50,000 shares, if they would have taken that 11 company private, all those people would have been 12 left stranded. So it was just a terrible thing. 13 So I felt an obligation, like many of the 14 volunteers, to put forth the effort to save the 15 company for the shareholders.</p> <p>16 And that has been, you know, the mantra 17 and the consensus because after all this 18 information has come out, you can't deny the -- 19 you know, the facts and the truth of it.</p> <p>20 And I was really appalled when I saw 21 the correspondence between Jason and Deppoleto 22 and 5-Hour Energy, Living Essentials. It was 23 hurtful because I thought I had, you know, a 24 great relationship. You know, I thought I did a 25 great job with that product, and, you know, they</p>
<p style="text-align: right;">Page 56</p> <p>1 tried to hijack it and essentially take the 2 company in private.</p> <p>3 So that was really the reason why the 4 new company was formed to then save it for the 5 shareholders.</p> <p>6 BY MR. HARVEY:</p> <p>7 Q So you and others stopped using your 8 best efforts for Takeover and, instead, applied 9 those best efforts to Next Gen; correct?</p> <p>10 MR. SEXTON: Object to form.</p> <p>11 A Well, that's -- that's not correct 12 because all efforts were put forth to save 13 Takeover, but it could not be saved after --</p> <p>14 BY MR. HARVEY:</p> <p>15 Q Well, you stopped working for Takeover, 16 though, didn't you?</p> <p>17 A I was essentially let go. I was told I 18 was no longer needed.</p> <p>19 Q And in the middle of this lawsuit, you 20 started, along with others, Next Gen and applied 21 all your best efforts to Next Gen; correct?</p> <p>22 A No. That's not the case. There was --</p> <p>23 Q I just asked about it --</p> <p>24 A -- we tried -- everything was tried to 25 save Takeover, but it -- between Jason Tucker and</p>	<p style="text-align: right;">Page 57</p> <p>1 what was happening, the -- there was nothing 2 left. The trademarks were gone. The 3 relationship with Faith Springs and the hydrogen 4 water was gone. They had stolen the Gamer Shot. 5 They raped and pillaged the company. There was 6 nothing left that could be saved. There was 7 nothing there.</p> <p>8 Q You said Next Gen was started in May or 9 June of 2023; correct?</p> <p>10 A I believe so. That's correct.</p> <p>11 Q In July of 2023, while this lawsuit was 12 pending, how many hours did you put forth trying 13 to save Takeover?</p> <p>14 A In July of 2023? I --</p> <p>15 Q Yes.</p> <p>16 A I was on countless hours of phones 17 calls with these negotiations, but, you know, 18 prior to that, there was -- all efforts were put 19 forth. There was nothing that could be done, you 20 know, between, you know, the damage that Jason 21 had done, you know, with the --</p> <p>22 Q That's not my question.</p> <p>23 My question was, in July 2023, you put 24 forth no effort to try and save Takeover; 25 correct?</p>

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<p style="text-align: right;">Page 58</p> <p>1 A Well, the company was already done at 2 that point. The company was completely trashed. 3 I mean, I'd say probably at the end of 2022. 4 Q So the answer to my question is yes; 5 true? 6 A The answer is yes to what? 7 Q In July 2023, you put forth no effort 8 to try and save Takeover; correct? 9 A Because it couldn't be saved. That 10 would be correct. It was already -- it was done. 11 It was done by the end of 2022. So it would have 12 been -- there was nothing that could be done at 13 that point. It was already -- 14 Q Next Gen operates under the brand name 15 of LOCK'DIN; correct? 16 A Could you repeat -- I missed that first 17 part. 18 Q Next Gen operates under the brand name 19 LOCK'DIN, L-O-C-K, apostrophe, D-I-N; correct? 20 A Correct. 21 And also, one other point to mention, 22 just to close out the prior question, is that I 23 believe Jason and Melissa, they stole the website 24 and they shut it down. So they essentially -- 25 the company was shut down -- literally.</p>	<p style="text-align: right;">Page 59</p> <p>1 And I -- you know, to me, when I create 2 a product, I treat it like a child. You know, I 3 always want to see it, you know, grow to its full 4 potential, but this was like child molestation, 5 rape. I mean, everything that happened. It was 6 just a tragedy -- 7 Q Takeover transferred assets to Next 8 Gen, didn't they? 9 A No, I don't believe so. 10 Q Why do you say you don't believe so? 11 A Because there was no assets to be 12 transferred. Everything was destroyed. The only 13 assets were the trademark, which was destroyed, 14 the Amazon store, which was shut down and stolen 15 by Melissa Tucker, the Gamer Shot they stole, and 16 the hydrogen water, they destroyed the 17 relationship with the manufacturer by putting a 18 lawsuit on them. So there was literally no 19 assets. 20 Q Takeover transferred trade secrets to 21 Next Gen, didn't they? 22 A No. There was no trade secrets to be 23 transferred. What trade secrets were 24 transferred? 25 Q Formulas, for instance.</p>
<p style="text-align: right;">Page 60</p> <p>1 A No. There was no formulas transferred. 2 Every -- they stole the Gamer Shot formula, and I 3 said they could have it. And I may have not been 4 on a lot of those legal calls that you were on, 5 but I had given my blessing to say, look, if they 6 want to steal the Gamer Shot and take it. They 7 want to go start Gamer Shots, they could go and 8 do it. Let us just move on and -- and build a 9 company. 10 Q Did Next Gen enter an agreement with 11 Manny Pacquaio? 12 A I'm not sure what the agreement was. 13 Q You're aware of an agreement; you just 14 don't know the specifics? 15 A Correct. I think -- if I'm not -- I'm 16 not sure what exactly the exact arrangement 17 was. 18 Q Was it a written agreement? 19 A That, I don't know. 20 Q Do you know the length of the 21 agreement? 22 A No, I do not. But I do know that he 23 was a creditor to Takeover and that Jason Tucker 24 signed a 1 million dollar agreement with him and 25 then refused to pay him, which caused the demise</p>	<p style="text-align: right;">Page 61</p> <p>1 of that relationship as well. So that was 2 another destroyed contact and resource and asset 3 that Takeover ruined -- or Jason Tucker ruined. 4 Q And the purpose of the agreement with 5 Next Gen was so that Mr. Pacquaio would serve as 6 a brand ambassador for LOCK'DIN; correct? 7 A I'm not sure exactly the nature of the 8 agreement. The only agreement that I knew of 9 was, with Takeover, that he was, you know, 10 contracted to endorse the company at a million 11 dollars, and then he was not paid and that was 12 another lawsuit that came on Takeover to 13 basically shut the company down. 14 In addition to -- that's where -- I'm 15 sorry. My cat's jumping up here. Hang on one 16 second. 17 But, no, in addition to the Manny 18 lawsuit, there was the PFL lawsuit that Jason 19 signed a deal. So there was like -- he committed 20 a multi-year agreement to the PFL, a multi-year 21 agreement to Manny and then refused to pay 22 anybody. 23 And that was where some of those 24 commitments that were made in the early going to 25 support the company were -- with Mr. Deppoleto</p>

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<p style="text-align: right;">Page 62</p> <p>1 were not followed through. And that's, you know, 2 most likely why they went the direction that they 3 went with 5-Hour and the Gamer Shot. So that was 4 in addition to losing the assets. There was more 5 debt and more lawsuits and more litigation that 6 the Takeover company was buried with thanks to 7 Jason Tucker.</p> <p>8 And whether or not Mr. Deppoleto knew 9 that Jason Tucker was doing this, I don't know, 10 but, I mean, if there's anybody to point the 11 finger at, it's him. He did the most damage.</p> <p>12 Q Is Manny Pacquaio featured on LOCK'DIN 13 products?</p> <p>14 A Yes. He is right now.</p> <p>15 Q Give me one second. I'm going to share 16 my screen with you here in a minute.</p> <p>17 Well, actually, before I do that.</p> <p>18 LOCK'DIN sold NXT LVL products on LOCK'DIN's 19 website; correct?</p> <p>20 A I don't believe so. I don't think 21 there was any product sold.</p> <p>22 Q Okay. I'm going to share my screen 23 with you here real quick. Let me know if you can 24 see it.</p> <p>25 A Are you able to see it? This is a June</p>	<p style="text-align: right;">Page 63</p> <p>1 14, 2023, letter. Do you see that?</p> <p>2 A Okay. Yep. I see it.</p> <p>3 Q I'm going to scroll down.</p> <p>4 Well, actually, have you ever seen this 5 letter before today?</p> <p>6 A I'm not sure --</p> <p>7 Q This letter dated June 14, 2023?</p> <p>8 A I can't recall if I've seen it before.</p> <p>9 Q Okay. Here's the LOCK'DIN website.</p> <p>10 You recognize the LOCK'DIN website?</p> <p>11 A Yeah.</p> <p>12 Q And this a NXT LVL product; correct?</p> <p>13 A Yes, it is.</p> <p>14 Q And here's another one. T-Pain's NXT 15 LVL Gamer Shot; correct?</p> <p>16 A Yes, it is. Yeah, I believe -- when I 17 see that now, I think that may have been up there 18 for like a day or two, and then it was taken 19 down. And I think records were pulled, but there 20 was no sales even done of those products.</p> <p>21 Because those were actually the inferior products 22 that Jason and Mike T. and Mike Z. decided to do 23 this with a downgraded formula that didn't sell.</p> <p>24 And that's part of the reason why the product 25 didn't do well. And then it tanked.</p>
<p style="text-align: right;">Page 64</p> <p>1 But, yeah, I do recall that now. That 2 was on the website for a day or two, but it 3 did -- I don't think there was even one unit 4 sold. And you could probably pull that data.</p> <p>5 Q Okay. So I asked you before if 6 Takeover transferred any assets to Next Gen, and 7 you said no. This changes your answer, though; 8 correct?</p> <p>9 A No. Because I don't really think it's 10 an asset. It might have been a liquidation sale. 11 I mean, I -- that, I don't know officially, but 12 it...</p> <p>13 Q Well, liquidation sale is still an 14 asset; correct?</p> <p>15 A Perhaps.</p> <p>16 Q Well, what's perhaps about it?</p> <p>17 A They were discontinued products. I 18 don't -- I mean, I don't know exactly what was 19 done and what was sold, but I just -- I wouldn't 20 consider it an asset. I'd consider that more of 21 a liability and a failed product.</p> <p>22 Q Okay. And we see on there that 23 LOCK'DIN was trying to sell the NXT LVL Gamer 24 Shots at a discount, too; correct?</p> <p>25 A Well, you know what? Nobody wanted</p>	<p style="text-align: right;">Page 65</p> <p>1 those shots. That's why they were returned from 2 Dollar General. And so -- and I -- now that I'm 3 looking at that, I don't even think -- even when 4 those were being sold on the Takeover site, they 5 weren't selling. I would -- it'd probably -- I'd 6 like to see the sales report of that myself 7 because I bet you there was not one unit sold.</p> <p>8 Q Okay. But just looking at it, we see 9 the price is listed as 41.99; true?</p> <p>10 A Yeah.</p> <p>11 Q And it's listed --</p> <p>12 A And -- and couldn't give --</p> <p>13 Q -- \$21; correct? 14 (Reporter clarification.)</p> <p>15 A Couldn't -- you couldn't give it away. 16 And I have to defend my formula because that was 17 not my formula. Those guys went and made it a 18 cheaper formula to do that deal, which I advised 19 against, and that's why the whole thing tanked, 20 so.... 21 (Reporter clarification.)</p> <p>22 MR. HARVEY: Sure. I said we see 23 listed on the website the list price is 41.99.</p> <p>24 BY MR. HARVEY:</p> <p>25 Q True, Mr. Pavlik?</p>

<p style="text-align: right;">Page 66</p> <p>1 A That's what it says there, yes.</p> <p>2 Q But it's actually being sold on the</p> <p>3 LOCK'DIN website for \$21; correct?</p> <p>4 A That's right. Because I think at the</p> <p>5 time there's still probably a warehouse filled</p> <p>6 with all of those products because they did not</p> <p>7 sell. None of them sold because they made an</p> <p>8 ineffective product.</p> <p>9 Again, part of the reason why the</p> <p>10 product failed, they decided to downgrade the</p> <p>11 formula. They didn't work. It was like watered</p> <p>12 down B vitamins with a little caffeine, so --</p> <p>13 Q And, sir, I'm trying to get you out of</p> <p>14 here as quickly as possible today. We'll go a</p> <p>15 little bit better if we stick with my questions;</p> <p>16 okay?</p> <p>17 A Oh, no problem. Sure thing. I'm just</p> <p>18 trying to be helpful.</p> <p>19 Q Now, did LOCK'DIN pay Takeover for</p> <p>20 these products?</p> <p>21 A I do not believe so. I'm not sure.</p> <p>22 That, I don't know.</p> <p>23 Q And you've promoted LOCK'DIN products</p> <p>24 on your personal social media channels;</p> <p>25 correct?</p>	<p style="text-align: right;">Page 67</p> <p>1 A Sure. Yes, I have.</p> <p>2 Q When did you first meet Michael</p> <p>3 Holley?</p> <p>4 A I met Michael Holley back in 2009.</p> <p>5 Q What were the circumstances?</p> <p>6 A We were working for -- they were</p> <p>7 distributing a product for a company that I had</p> <p>8 developed a Nootropic drink for back in 2009.</p> <p>9 Q Who is the "they" in that sentence?</p> <p>10 A It was a company called Body Well.</p> <p>11 Q Where were they based out of?</p> <p>12 A Sunrise, Florida.</p> <p>13 Q And you were selling or developing</p> <p>14 product for Body Well?</p> <p>15 A Correct.</p> <p>16 Q When did you first -- well, did you</p> <p>17 keep up with him through that entire 2009 through</p> <p>18 2021 time frame?</p> <p>19 A No.</p> <p>20 Q When did you reconnect with him before</p> <p>21 starting Takeover?</p> <p>22 A Probably, say, in 2018, 2019.</p> <p>23 Q When did you first meet Toby McBride?</p> <p>24 A At the same time.</p> <p>25 Q 2018, 2019, or back when --</p>
<p style="text-align: right;">Page 68</p> <p>1 A No. In 2009. Same time as Mike</p> <p>2 Holley.</p> <p>3 Q He was working for Body Well also?</p> <p>4 A Correct.</p> <p>5 Q Did you keep up with him the whole time</p> <p>6 between 20 -- or 2009 and 2021?</p> <p>7 A No. We reconnected around the same</p> <p>8 time.</p> <p>9 Q What were the circumstances under which</p> <p>10 you reconnected with those two?</p> <p>11 A I can't recall specifically. I think</p> <p>12 we met at a trade show. And then there was</p> <p>13 another opportunity for a company that I was</p> <p>14 going to formulate a product for. And since they</p> <p>15 had the background in beverage distribution, we</p> <p>16 connected on that, and that company was Ignite.</p> <p>17 And so that's how we reconnected on that deal.</p> <p>18 Q When did you meet Tom Zarro for the</p> <p>19 first time?</p> <p>20 A I met Tom Zarro for the first time -- I</p> <p>21 would say maybe in March of 2023, maybe.</p> <p>22 Q What were the circumstances under which</p> <p>23 you met Mr. Zarro in March 2023?</p> <p>24 A I met him while I was visit -- I was in</p> <p>25 Vegas for a trade show.</p>	<p style="text-align: right;">Page 69</p> <p>1 Q And what was your understanding of his</p> <p>2 background?</p> <p>3 A I knew that he was involved in sober</p> <p>4 living homes out in Vegas, helping addicts in</p> <p>5 recovery, which has been an area I've been</p> <p>6 passionate about because I've had a number of</p> <p>7 friends and family that have suffered from that,</p> <p>8 so...</p> <p>9 Q And you said Mr. Schadel, your</p> <p>10 understanding was, he started Labor SMART in</p> <p>11 2013, thereabouts?</p> <p>12 A I'm not exactly sure the exact date.</p> <p>13 Q Mr. Janis introduced you to him,</p> <p>14 though?</p> <p>15 A That's -- yes. Correct.</p> <p>16 Q Was Mr. Schadel ever an employee,</p> <p>17 agent, officer, director of Takeover?</p> <p>18 A I do not believe so.</p> <p>19 Q Was he ever an officer, agent,</p> <p>20 employee, director of Next Gen?</p> <p>21 A I don't believe so.</p> <p>22 Q The Mike Tzanetatos -- is that how you</p> <p>23 pronounce his name?</p> <p>24 A Something like that.</p> <p>25 Q Is it T-z-a-n-e-t-a-t-o-s? Does that</p>

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<p>1 sound right?</p> <p>2 A That sounds right.</p> <p>3 Q Okay. And you said he was an employee</p> <p>4 of Takeover; correct?</p> <p>5 A I believe so.</p> <p>6 Q And, to your knowledge, was he just a</p> <p>7 sales rep or did he hold other roles?</p> <p>8 A He originally was hired as the sales</p> <p>9 rep, but then I believe he gravitated to other</p> <p>10 roles under Jason Tucker, which involved product</p> <p>11 development and formulation, which led to his</p> <p>12 revision of my Gamer Shot formula to a reduced</p> <p>13 version, which was one of the reasons why the</p> <p>14 product failed miserably.</p> <p>15 And he also was probably part of the</p> <p>16 team that supported doing the Dollar General</p> <p>17 deal, which also failed miserably.</p> <p>18 Q You've referenced the Dollar General</p> <p>19 deal a couple times. Can you explain a little</p> <p>20 more about what happened there?</p> <p>21 A Yes. There was an opportunity that I</p> <p>22 believe Jason Tucker had, along with Mike</p> <p>23 Costello and Mike Tzanetatos, that they wanted to</p> <p>24 do a Gamer Shot for Dollar General. And with</p> <p>25 Takeover at the time being a premium brand, it</p>	Page 70	Page 71
<p>1 investment. But the truth is his investment was</p> <p>2 poorly appropriated and allocated towards the</p> <p>3 Dollar General deal, which, you know, if it was</p> <p>4 1.5 or 2 million, I would say 90 percent of that</p> <p>5 went to that deal and went to pay the people that</p> <p>6 coerced that deal.</p> <p>7 That's why I just -- it blows my mind</p> <p>8 that I'm here on this deposition today when I --</p> <p>9 this all could have been stopped, and truly,</p> <p>10 those that are responsible for that debt are</p> <p>11 those individuals: Jason, Mike Costello, Mike</p> <p>12 Tzanetatos and, for that matter, Mr. Deppoleto,</p> <p>13 as a director having invested in the company and</p> <p>14 then further allowing that to happen. It was</p> <p>15 just bad business, bad decision.</p> <p>16 Q What year did you say this was or what</p> <p>17 time frame, this Dollar General deal --</p> <p>18 A This was -- this was between, I would</p> <p>19 say, May 2022 and October 2022.</p> <p>20 I recall meeting Mr. Deppoleto in May</p> <p>21 of 2022, at a PFL event; had a great</p> <p>22 conversation. Told him who I am, what I did.</p> <p>23 Got along great. Shortly thereafter, he went</p> <p>24 to -- he flew to Mexico to meet Jason Tucker, and</p> <p>25 that was probably in end of May, June of 2022.</p>	Page 72	Page 73
		<p>1 And that's when Jason started whatever he started</p> <p>2 with him, you know. And then the next thing, you</p> <p>3 know, they separated the company. They brought</p> <p>4 in Mike Tzanetatos, Mike Costello.</p> <p>5 They started operating independently.</p> <p>6 They wanted to do this Gamer Shot for Dollar</p> <p>7 General. Mike Tzanetatos thought he was going to</p> <p>8 save the company money by doing a cheaper shot,</p> <p>9 which they did, which we -- of course, as I</p> <p>10 mentioned, backfired. And --</p> <p>11 Q I think I got it. Like I said, I'm</p> <p>12 trying to get you out of here, so --</p> <p>13 A Oh, yeah. No, I -- but I want to give</p> <p>14 you the right information, too, so that you</p> <p>15 understand really what happened. Because, you</p> <p>16 know, I -- these --</p> <p>17 Q Yeah, I --</p> <p>18 A -- are the facts where the investment</p> <p>19 went. So I just want to make sure I give you all</p> <p>20 the information I have, you know.</p> <p>21 Q I got it.</p> <p>22 So Mike Costello, he also worked at</p> <p>23 Takeover; correct?</p> <p>24 A That's correct.</p> <p>25 Q Was his formal role there sales rep or</p>

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<p>1 did he have other roles?</p> <p>2 A Well, he was -- at first, he was just a</p> <p>3 sales rep, but then I later found out that he</p> <p>4 moved as -- he moved in as CEO. And I believe,</p> <p>5 if I'm not mistaken, he and Jason were the ones</p> <p>6 that signed the latter notes from Mr. Deppoleto</p> <p>7 that I was unaware of that were done until after</p> <p>8 the fact. So, again, further implicating Jason</p> <p>9 Tucker and Costello for the misappropriation of</p> <p>10 those funds towards Dollar General.</p> <p>11 Q When was he the CEO of Takeover?</p> <p>12 A I would want to say probably summer of</p> <p>13 2022.</p> <p>14 Q And, again, you'd defer to the</p> <p>15 corporate record books on that?</p> <p>16 A That would be best.</p> <p>17 Q Was Mr. Tzanetatos, was he ever an</p> <p>18 employee, agent, officer or director of Next</p> <p>19 Gen?</p> <p>20 A No. After what he did to Takeover --</p> <p>21 Q No, that's fine.</p> <p>22 Was Mr. Costello --</p> <p>23 A -- I -- I would have been -- I would</p> <p>24 not have volunteered my services had he been</p> <p>25 involved.</p>	<p>Page 74</p> <p>1 Q Was Mr. Costello ever an employee,</p> <p>2 agent, officer or director of Next Gen?</p> <p>3 A No, sir. Same thing: I would not have</p> <p>4 been involved or volunteered my services had</p> <p>5 those individuals --</p> <p>6 Q Who is Maurice Salem?</p> <p>7 A What's that?</p> <p>8 Q Who is Maurice Salem?</p> <p>9 A I'm not sure. I believe he's a -- is a</p> <p>10 shareholder.</p> <p>11 Q Of?</p> <p>12 A Of LTNC.</p> <p>13 Q Labor SMART?</p> <p>14 A Correct.</p> <p>15 Q Have you ever met Mr. Salem?</p> <p>16 A Never met him.</p> <p>17 Q Ever spoken to him, even if you didn't</p> <p>18 meet him face-to-face?</p> <p>19 A I may have been on a conference call</p> <p>20 that he was on, but can't recall if I've actually</p> <p>21 spoken directly to him.</p> <p>22 Q To your knowledge, was he ever an</p> <p>23 employee, agent, officer or director of</p> <p>24 Takeover?</p> <p>25 A Not to my knowledge.</p>
<p>1 Q Was he ever an employee, agent, officer</p> <p>2 or director of Next Gen?</p> <p>3 A Not to my knowledge.</p> <p>4 Q And you said Kerby, and that's</p> <p>5 K-e-r-b-y, not K-i-r-b-y; correct?</p> <p>6 A Correct.</p> <p>7 Q Kerby Fortner?</p> <p>8 A That's correct.</p> <p>9 Q And what was his role again at</p> <p>10 Takeover?</p> <p>11 A He was like the gaming director, social</p> <p>12 media manager.</p> <p>13 Q And he was paid in part with</p> <p>14 investments that Mr. Deppoleto made; correct?</p> <p>15 A That, I'm not sure where his pay came</p> <p>16 from.</p> <p>17 Q Was he ever an employee, agent, officer</p> <p>18 or director of Next Gen?</p> <p>19 A No. And he would go with the same</p> <p>20 group as Costello and Tzanetatos because they all</p> <p>21 conspired together.</p> <p>22 Q Well, there's been reference throughout</p> <p>23 the lawsuit to a June 10, 2021, special meeting</p> <p>24 of Takeovers board of directors. Do you recall</p> <p>25 attending that meeting?</p>	<p>Page 76</p> <p>1 A June 10th, 2021, can't recall. It's</p> <p>2 quite a while ago.</p> <p>3 Q Okay. Do you remember being elected as</p> <p>4 a director of Takeover at that meeting?</p> <p>5 A I don't recall, but if the records</p> <p>6 state that that happened, then it happened.</p> <p>7 Q Okay. And you'd defer to the records</p> <p>8 in terms of what resolutions were passed at that</p> <p>9 meeting; correct?</p> <p>10 A I would say so, correct.</p> <p>11 Q Did you have any involvement in</p> <p>12 soliciting celebrity endorsements for Takeover?</p> <p>13 A No, not to my --</p> <p>14 Q So -- you had no communications with</p> <p>15 T-Pain?</p> <p>16 A No. That was a relationship that Jason</p> <p>17 Tucker managed exclusively.</p> <p>18 Q How about Manny Pacquaio, did you have</p> <p>19 communications with him?</p> <p>20 A No. That was another one that Jason</p> <p>21 Tucker did that. I think it was a million</p> <p>22 dollars, the Manny and like 900,000 to T-Pain</p> <p>23 that he committed to for the company.</p> <p>24 Q Have you ever reviewed either T-Pain's</p> <p>25 contract or Manny Pacquaio's contract with</p>

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<p>1 Takeover? Page 78</p> <p>2 A No. I have not reviewed it. And, 3 truthfully, with all of the contracts always 4 being changed and manipulated by Jason Tucker, I 5 don't -- I mean, it -- he tried to falsify 6 documents a number of times. Company --</p> <p>7 Q Did you --</p> <p>8 A -- I wouldn't trust anything that he 9 did.</p> <p>10 Q Did you ever sign those contracts on 11 behalf of Takeover?</p> <p>12 A I don't believe so.</p> <p>13 Q Do you know when Manny Pacquaio's 14 contract was executed with Takeover?</p> <p>15 A I don't believe so. I don't know.</p> <p>16 Q If I said April 27, 2021, does that 17 sound correct?</p> <p>18 A It could be within that time frame. 19 That was right after Jason came in.</p> <p>20 Q And you understood that the Manny 21 Pacquaio contract was an exclusive contract; 22 correct?</p> <p>23 A I'm not sure --</p> <p>24 Q Meaning --</p> <p>25 A -- what the details were.</p>	<p>1 Q Meaning you understood that 2 Mr. Pacquaio was agreeing to refrain from 3 promoting products that would compete with NXT 4 LVL; correct?</p> <p>5 A I don't have the contract in front of 6 me, but if it states that.</p> <p>7 Q Okay. You're aware that McBride spent 8 Takeover money on personal expenses; correct?</p> <p>9 MR. SEXTON: Object to form.</p> <p>10 A No, I -- I have no problem answering 11 that. Because I was on the phone calls with 12 Jason Tucker, and I'm not here to defend anyone's 13 spending habits, but I do know that he was given 14 authorization from Jason to use his company card 15 for his personal expenses. And I just heard that 16 --</p> <p>17 BY MR. HARVEY:</p> <p>18 Q So you --</p> <p>19 A -- I heard that side line from one of 20 their conversations.</p> <p>21 Q So you're aware that Mr. McBride used 22 Takeover funds for personal expenses; true?</p> <p>23 A Yeah. I'm aware of that, just because 24 it was being discussed.</p> <p>25 Q And you're aware that Mr. McBride</p>
<p>1 charged Takeover for shopping; correct? Page 80</p> <p>2 MR. SEXTON: Object to form.</p> <p>3 A I don't know exactly what he purchased, 4 but I know that was brought up at some point.</p> <p>5 BY MR. HARVEY:</p> <p>6 Q You're aware that Mr. McBride used 7 Takeover money for personal travel; correct?</p> <p>8 A I'm not aware of that. I mean, to my 9 understanding, it was Jason had told them to use 10 the company card, as long as he pays it back. 11 Whether he paid it back or not, I don't know.</p> <p>12 Q You're aware that Mr. McBride spent 13 over \$250,000 of Takeover's funds for personal 14 expenses; correct?</p> <p>15 MR. SEXTON: Object to form.</p> <p>16 A Yeah. That, I don't know.</p> <p>17 BY MR. HARVEY:</p> <p>18 Q Okay.</p> <p>19 A Sounds excessive.</p> <p>20 Q I thought so too.</p> <p>21 When did Mr. McBride use Takeover funds 22 for personal expenses? When was the first 23 instance that you're aware of?</p> <p>24 A I don't know.</p> <p>25 Q When was the last time you're aware of</p>	<p>1 Mr. McBride using Takeover funds for personal 2 expenses? Page 81</p> <p>3 A I don't know. I really wasn't keeping 4 tabs on what he was doing, you know.</p> <p>5 Q You're aware that Takeover reprimanded 6 Mr. McBride for his use of Takeover funds for 7 personal expenses; correct?</p> <p>8 A Yes, I was aware of that.</p> <p>9 Q You were aware that Takeover placed 10 Mr. McBride on a leave of absence; correct?</p> <p>11 A Correct.</p> <p>12 Q For what time period was he placed on a 13 leave of absence?</p> <p>14 A To the best of my recollection, I would 15 say it was probably from maybe September of 2022, 16 until October or November of 2022.</p> <p>17 And I believe the reason for that was 18 to keep him out from going to the NACS show 19 because that's when they had the meeting set with 20 5-Hour Energy, and they didn't want Toby at the 21 NACS show, so they could have that private 22 meeting.</p> <p>23 Q Mr. McBride voluntarily stepped down 24 from his position as a director at Takeover; 25 correct?</p>

<p style="text-align: right;">Page 82</p> <p>1 A I believe so. 2 Q What time period? 3 A I want to say that was maybe around the 4 same time frame. September of 2022, maybe. I 5 don't know exactly. I don't know. 6 Q And you're aware that Mr. Holley made 7 unauthorized distributions from Takeover, meaning 8 distributions without approval from Takeover's 9 board of directors; correct? 10 A That, I don't know. I was never on a 11 bank account. Never had a company credit card. 12 I never was involved with the financials. 13 Q Even if you didn't see the financials 14 directly, you're aware that Mr. Holley allowed 15 unauthorized distributions of over \$750,000; 16 correct? 17 MR. SEXTON: Object to form. 18 A That's what's said, but I don't know if 19 that was what was proven. 20 THE REPORTER: Sir, can we take a 21 few-minute break? Been going about an hour and a 22 half now. 23 MR. HARVEY: Oh, sure. It's 4:35. 24 Come back at, what, 4:40? Well, 4:35 my time, 25 I'm sorry.</p>	<p style="text-align: right;">Page 83</p> <p>1 THE REPORTER: Okay. 2 -- 2 MR. HARVEY: 40 for you. 3 THE REPORTER: Yeah. Come back at -- 4 yeah. 2:50? 5 MR. HARVEY: Sure. 6 THE REPORTER: Yeah, 10 minutes. 7 MR. HARVEY: Okay. 8 THE VIDEOGRAPHER: Counsel, are we 9 prepared to go off the record? 10 MR. HARVEY: Yeah. 11 THE VIDEOGRAPHER: Okay. We are off 12 the record at 2:36 p.m. 13 (Break taken.) 14 THE VIDEOGRAPHER: We're back on the 15 record at 2:51 p.m. 16 BY MR. HARVEY: 17 Q Mr. Pavlik, you're aware Michael Holley 18 charged personal expenses to Takeover; correct? 19 MR. SEXTON: Object to form. 20 A I'm not aware of all of that, but what 21 I do know or recall is that those were dismissed 22 in the court case. There was another court case, 23 I believe, I wasn't involved in, but I think that 24 was dismissed. 25 BY MR. HARVEY:</p>
<p style="text-align: right;">Page 84</p> <p>1 Q When did you become aware that 2 Mr. Holley charged personal expenses to 3 Takeover? 4 A I don't know exactly when, but I just 5 know the result of the court case was that it 6 was -- it was dismissed. 7 Q Okay. What was the dollar amount of 8 Mr. Holley's personal expenses that were charged 9 to Takeover? 10 A That I don't know. 11 Q I asked you before when you became 12 aware of. Do you know the dates when Mr. Holley 13 actually charged personal expenses to Takeover? 14 A I don't know the dates, but I was told 15 that that was all dismissed, I think, in one of 16 the court cases. 17 Q Did Mr. Holley's family members make 18 personal purchases and charge them to Takeover? 19 A Not that I'm aware of. 20 Q What was the dollar amount that you 21 heard were charged for personal expenses? 22 A I really don't know exactly. 23 Q There was a December 21, 2021, Takeover 24 board meeting; correct? 25 A December '21, correct.</p>	<p style="text-align: right;">Page 85</p> <p>1 Q And you attended it; correct? 2 A This may have been -- it may have been 3 a phone call board meeting at that time. So I 4 believe I would have attended. 5 Q Attended via phone? 6 A Correct. 7 Q And you were a board member in December 8 of 2021; correct? 9 A I believe so. 10 Q What was the purpose of that meeting? 11 A I believe Jason Tucker called a meeting 12 to state that he had found some expenses that had 13 to be reported by Mike Holley -- 14 Q Did -- did the board vote to remove 15 Mr. Holley from the Takeover board of directors 16 at that meeting? 17 A The board did vote to do that, although 18 I originally said I wanted to speak to Mr. Holley 19 about this because it sounded excessive. And at 20 that time -- it may have been around 5 minutes to 21 5:00 -- he said, no, there's no time for that; 22 you got to sign the DocuSign in your inbox and 23 take my word on this. So that was what I did. 24 So I did agree to do it, but then after 25 finding out the facts, it turned out that that</p>

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Page 86	Page 87
1 was not true.	1 A Okay. So --
2 Q You did ultimately vote in favor of	2 Q Via conference call.
3 removing Mr. Holley from the Takeover board of	3 A -- it isn't the December meeting you
4 directors; correct?	4 were just referring to.
5 A I was forced to do it -- even though I	5 Q No. This is a different one.
6 was -- would have liked to have done some due	6 Do you recognize this resolution of the
7 diligence prior.	7 board of directors of Labor SMART?
8 Q You did ultimately vote to remove	8 A I mean, I -- it looks familiar. I
9 Mr. Holley from the Takeover board of directors;	9 mean, I've seen so many documents. I -- I mean,
10 correct?	10 it's tough. But, yeah, I mean, I'm looking at
11 A Correct.	11 it.
12 Q And was it a permanent removal or was	12 Q Okay. And if we go to the last page,
13 it temporary?	13 is that your signature on the last page there?
14 A I believe --	14 A Doesn't look like my signature.
15 Q At that time, when you voted for it.	15 Q Does not look like your signature. You
16 A I believe at that time -- I can't	16 want me to --
17 recall if it was permanent or -- I think it may	17 A No.
18 have been temporary.	18 Q -- zoom in a little? You look like
19 Q Okay. I'm going to share my screen	19 you're --
20 with you again, Mr. Pavlik.	20 A Sure.
21 Are you able to see, "Resolution board	21 Q -- straining.
22 of directors of Labor SMART, Inc."?	22 A Yeah. No, zoom it in a little bit.
23 A What was the date of this?	23 Yeah, that doesn't look like my
24 Q If -- it was a couple dates on, but it	24 signature.
25 looks like it's a November 7, 2022, meeting.	25 Q Okay.
Page 88	Page 89
1 A Jason forged a lot of signatures.	1 A Okay. Yeah.
2 Q Okay. Are you saying that you believe	2 Q So is it your understanding that --
3 Jason forged your signature on this?	3 A I do see it.
4 A I'm not saying that. I'm just saying	4 Q Was it your understanding that
5 that it doesn't look like my signature.	5 Mr. McBride and Mr. Holley were both directors of
6 Q Okay. Now, in November 2022, this was	6 Labor SMART as of December 7, 2022?
7 still in the COVID time frame, and I'm seeing a	7 A I -- if the records show that, then
8 reference, in fact, to COVID in this here.	8 yes.
9 Were you signing documents physically	9 Q Okay. Well, it doesn't have "director"
10 in November 2022, or would this have been a time	10 next to your name.
11 you would have been signing electronically.	11 Was it your understanding you were a
12 A Probably -- at that time, probably	12 director of Labor SMART as of November 7, 2022 --
13 electronically.	13 A I -- I had been resigned at that time,
14 Q Okay. Now, going back to this	14 I believe.
15 signature page, does that like look that could	15 Q Okay. Do you remember who called this
16 have been your electronic signature?	16 meeting?
17 A Possibly, sure.	17 A Had to be Jason Tucker.
18 Q Okay. And then next to your name, it	18 Q Now, up in the top, it says on November
19 says, "Observer." What does that mean?	19 7, 2022, at 9:00 a.m. Mountain time you,
20 A Not sure. Maybe that I was -- that's a	20 Mr. McBride and Mr. Holley appeared by conference
21 good question. I don't know.	21 call. Do you see any reference to Mr. Tucker in
22 Q Okay. Right above it, it says, "In	22 that attendee of the meeting?
23 witness whereof, the undersigned being two of the	23 A No. I -- you know, I don't. May --
24 three directors of company," and then it goes on.	24 this -- you know, I'm confusing the one meeting
25 Do you see that?	25 you just said that was December 2021. Now, we're

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<p style="text-align: right;">Page 90</p> <p>1 talking November 2nd, 2022. So, no, this -- he 2 would not have called this meeting, no. That -- 3 the December 2021 meeting, Tucker would have 4 called. This one, no.</p> <p>5 Q Okay. Did Mr. Holley call this 6 meeting?</p> <p>7 A Probably, most likely, Mr. Holley 8 called it.</p> <p>9 Q Okay. Did it surprise you that 10 Mr. Holley was calling the meeting since he was 11 no longer on Takeover's board of directors at 12 this point?</p> <p>13 A No. It didn't surprise me, especially 14 after what was -- what transpired in October of 15 2022, at the NACS show with all of the fraudulent 16 activity with 5-Hour.</p> <p>17 Q Okay. So you attended a board meeting 18 that Mr. Holley called; correct?</p> <p>19 A I believe so. I --</p> <p>20 Q Did you --</p> <p>21 A -- can't recall exactly who called it, 22 but it would -- had to be either Toby or Mike.</p> <p>23 Q Did you express concern to anyone about 24 Mr. Holley calling a board of directors 25 meeting?</p>	<p style="text-align: right;">Page 91</p> <p>1 A I don't believe so. I felt there was 2 probably more concern with Jason Tucker, which I 3 don't know why he's not involved in these 4 discussions. That would be -- he's really the 5 one that we need to have in here, you know.</p> <p>6 Q And at this meeting, did -- here, I'll 7 scroll down so you can see it.</p> <p>8 At this meeting, did you purport to 9 vote to suspend Michael Costello from his role as 10 CEO of Labor SMART?</p> <p>11 A I may have, yes. And I think it was 12 because of what was happening with the NACS deal 13 and them hijacking and trying to do the 5-Hour 14 deal.</p> <p>15 Q Going down further, we see there's a 16 provision that says, "Resolved, the planned 17 spinoff of Takeover, suspended for 90 days." Do 18 you see that?</p> <p>19 A I do see it.</p> <p>20 Q What does "planned spinoff" refer to?</p> <p>21 A I'm not sure.</p> <p>22 Q Do you recall there being a planned 23 spinoff of Takeover being in the works as of 24 November 2022?</p> <p>25 A I'm not sure. I wasn't involved in lot</p>
<p style="text-align: right;">Page 92</p> <p>1 of those discussions. As you know, I was kind of 2 not involved in all those activities.</p> <p>3 Q But you did sign this document at the 4 end as one of the three people to sign it; 5 correct?</p> <p>6 A I believe I did.</p> <p>7 Q And you wouldn't have signed it if 8 there was something in here that you disagreed 9 with; correct?</p> <p>10 A Could you repeat that?</p> <p>11 Q You would not have signed a document 12 where there was something in it where you didn't 13 agree with it; correct?</p> <p>14 A That'd be correct.</p> <p>15 Q Okay. And this same provision that's 16 highlighted says that the company was going to 17 undertake a review of documents and information 18 concerning the transaction which has been 19 withheld by Jason Tucker; correct?</p> <p>20 A Correct.</p> <p>21 Q Did Labor SMART conduct a review of 22 documents and information concerning the 23 transaction?</p> <p>24 A I'm not sure.</p> <p>25 Q You're not sure if it happened?</p>	<p style="text-align: right;">Page 93</p> <p>1 A Yeah. I'm not sure if that was done.</p> <p>2 Q It was a resolution, though, that was 3 supposed to happen; correct?</p> <p>4 A If it says so.</p> <p>5 Q Okay.</p> <p>6 A But I'm not -- wasn't sure if you were 7 asking if it was proposed or if it was done.</p> <p>8 Q I was asking if it was done initially, 9 and you said you weren't sure. And I said but it 10 was resolved as something that was supposed to be 11 done; correct?</p> <p>12 A Could you repeat that? I'm not 13 connect --</p> <p>14 Q Yeah. It was on -- we were just -- I 15 can put it back up if you want.</p> <p>16 That was in the provision that said 17 "Resolved." The company was going to undertake a 18 review of documents and information concerning 19 the transaction. That was something that was 20 supposed to happen; correct?</p> <p>21 A Which transaction?</p> <p>22 Q The planned spinoff of Takeover that 23 was resolved -- or discussed in that same 24 paragraph.</p> <p>25 A Okay. Yeah. I'm not sure.</p>

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<p style="text-align: right;">Page 94</p> <p>1 Q Okay. I'm going to share my screen 2 with you again. Give me one moment.</p> <p>3 A I mean, I wasn't a director, so I 4 wasn't really involved in a lot of these 5 conversations, you know.</p> <p>6 Q But you did sign it; correct?</p> <p>7 A I did sign it.</p> <p>8 Q Okay. Got another document up. Are 9 you able to see it?</p> <p>10 A Not that good.</p> <p>11 Q It says, "Written consent board of 12 directors of Takeover Industries;" correct?</p> <p>13 A Yeah. Correct --</p> <p>14 Q Do you recognize this document?</p> <p>15 A Not -- no. But, I mean, again, a lot 16 of the documents all do look the same, as I'm 17 sure you know.</p> <p>18 Q Let's go to the last page here, which 19 is page 3.</p> <p>20 There's a signature line for you; 21 correct?</p> <p>22 A Correct.</p> <p>23 Q Is that your signature on the last 24 page?</p> <p>25 A It looks like my digital signature.</p>	<p style="text-align: right;">Page 95</p> <p>1 Q Okay. And it says -- you signed it as 2 a director of Takeover; correct?</p> <p>3 A It looks that way. I may have been put 4 back on as a director at that time.</p> <p>5 Q Okay. And if we go up a little bit.</p> <p>6 At the same meeting, which is also 7 November 7, 2022.</p> <p>8 A I mean, I thought it said "observer" in 9 the other one, didn't it, or?</p> <p>10 Q Yes. Yes. Paragraph 6 says, "Resolved 11 Joseph Pavlik is appointed interim president of 12 the company until the board makes a determination 13 with respect to Jason -- or with respect" -- I 14 think that means to Jason Tucker; correct?</p> <p>15 A That's what it says.</p> <p>16 Q So as of November 7, 2022, you were 17 appointed as the interim president of Takeover?</p> <p>18 A I -- I never -- I don't think I ever 19 acted as the president.</p> <p>20 Q Okay. So --</p> <p>21 A I mean, it -- I mean, that says yes, 22 but I think it eventually got transitioned pretty 23 quickly.</p> <p>24 Q Okay. So in terms of the -- how long 25 the interim period lasted, your testimony is not</p>
<p style="text-align: right;">Page 96</p> <p>1 very long, if at all; correct?</p> <p>2 A I believe so.</p> <p>3 Q And the board never voted to appoint 4 you as a permanent president; correct?</p> <p>5 A I don't believe so.</p> <p>6 Q And why not?</p> <p>7 A I don't think I wanted that role or 8 responsibility.</p> <p>9 Q Mr. Deppoleto never provided written 10 consent for your appointment as president; 11 correct?</p> <p>12 A I'm not sure.</p> <p>13 Q Did you ever ask Mr. Deppoleto for 14 written consent to have you appointed as 15 president?</p> <p>16 A No. I mean, I did try to -- on other 17 occasions, I did try to contact Mr. Deppoleto, 18 but then I was reprimanded by Jason Tucker as to 19 not contact him. So, therefore, I -- from that 20 point forth, I did not attempt to contact him.</p> <p>21 Q Are you aware of any other officer or 22 director of Takeover seeking Mr. Deppoleto's 23 consent to have you appointed as president?</p> <p>24 A I'm not sure. Not aware.</p> <p>25 Q As you sit here today, you can't name</p>	<p style="text-align: right;">Page 97</p> <p>1 another officer or director of Takeover who 2 actually sought Mr. Deppoleto's consent; 3 correct?</p> <p>4 A I don't believe so.</p> <p>5 Q Okay.</p> <p>6 A Although I can't say, you know -- I 7 mean, I -- any time I tried to -- attempt -- like 8 I said, I tried to contact Mr. Deppoleto a number 9 of times, and it got reported back to Jason. 10 Jason said don't contact anybody. He said don't 11 contact the CFO, don't contact Mr. Deppoleto. So 12 that was, you know, kind of the general mantra.</p> <p>13 Q I'm going to show you another document 14 here. Are you able to see this document?</p> <p>15 A I can see it.</p> <p>16 Q And on the top, it says, "Convertible 17 note purchase agreement"; correct?</p> <p>18 A Correct.</p> <p>19 Q And we see it's dated May 25, 2022; 20 correct?</p> <p>21 A Correct. Can you make it a little 22 bigger?</p> <p>23 Q Sure. Do you recognize this 24 document?</p> <p>25 A I don't recognize it, but, again, a lot</p>

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<p>1 of these documents look the same. But I do 2 remember this date --</p> <p>3 Q Go ahead and read the first paragraph 4 to yourself, just to orient yourself.</p> <p>5 A Okay.</p> <p>6 Q So this is a May 25, 2022, convertible 7 note purchase agreement between Takeover, 8 Mr. Deppoleto, and then Labor SMART is also 9 signing on for limited purposes; correct?</p> <p>10 A Correct.</p> <p>11 Q When did you first review this 12 document?</p> <p>13 A Probably around that time, I would 14 guess.</p> <p>15 Q Did you provide any feedback on this 16 document before it was executed?</p> <p>17 A I can't recall. Typically, with these 18 documents, Jason Tucker accelerated it and tried 19 to do everything on his own.</p> <p>20 Q Okay. We see in paragraph 1, the 21 purpose of this document was to memorialize 22 Mr. Deppoleto's \$500,000 loan to Takeover; 23 correct?</p> <p>24 A Correct. That's what it says.</p> <p>25 Q Okay. Did you discuss this document</p>	<p>Page 98</p> <p>1 before it was -- or did you discuss this document 2 with anyone before it was executed?</p> <p>3 A Probably the other parties involved, 4 which I think were Jason and Toby at the time.</p> <p>5 Q Okay. And what did you discuss?</p> <p>6 A I really can't recall. It's been a 7 couple years ago.</p> <p>8 Q And you think it was within a short 9 amount of time around this May 25, 2022, 10 effective date?</p> <p>11 A Yeah. It was probably around that date 12 because that was shortly after when Jason -- or 13 Mr. Deppoleto went to visit Jason in Mexico. And 14 they had a two-day meeting there. So it probably 15 was around that time. Because earlier in May was 16 when I met Mr. Deppoleto at the PFL event. So, 17 yeah, that probably was the date of the first 18 note.</p> <p>19 Q Okay. Who solicited Mr. Deppoleto's 20 loan to Takeover?</p> <p>21 A Could you repeat that?</p> <p>22 Q Who solicited Mr. Deppoleto's loan to 23 Takeover? Who asked Mr. Deppoleto to loan this 24 money to Takeover?</p> <p>25 A Probably Jason Tucker when they were in</p>
<p>1 Mexico.</p> <p>2 Q Why did Takeover solicit 3 Mr. Deppoleto's loan?</p> <p>4 A I believe Anthony Pettis, who was 5 Mr. Deppoleto's nephew, was invested in the 6 company through Toby McBride. Then that 7 introduction was made at the PFL event, where 8 Toby McBride met Mr. Deppoleto. And then after 9 that introduction, Toby wanted him -- he said, 10 you know, you should go meet Jason Tucker. And 11 that's when he flew to Mexico to meet Jason 12 Tucker.</p> <p>13 So those two -- I don't know who 14 exactly asked for the loan, but the relationship 15 came from Toby and Pettis to Deppoleto, and then 16 Jason formed the relationship thereafter.</p> <p>17 My communication was very limited other 18 than one conversation at the PFL event.</p> <p>19 Q Did you personally discuss the loan 20 with Mr. Deppoleto before this document was 21 executed?</p> <p>22 A What was that?</p> <p>23 Q Did you personally have any discussions 24 with Mr. Deppoleto about this loan before the 25 document was executed?</p>	<p>Page 100</p> <p>Page 101</p> <p>1 A Yeah, I was not involved in any of 2 those discussions.</p> <p>3 Q As of May 2022, Takeover intended to 4 repay Mr. Deppoleto in accordance with the terms 5 of this note purchase agreement; correct?</p> <p>6 A If that's what the note says, then 7 correct. I mean, I can't see it, but if that's 8 what the note says, then yes.</p> <p>9 Q Well, your understanding before the 10 company took this money, you were intending -- 11 Takeover was intending to repay it; correct?</p> <p>12 A Correct --</p> <p>13 MR. SEXTON: Object as to form.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q You said correct?</p> <p>16 A I don't know if on this note if it 17 was -- he was putting the money in for shares or 18 if it was to be repaid. I don't know. Again, 19 I'm -- my expertise has always been in product 20 development, sales, marketing. All this 21 financial stuff, I really never got heavily 22 involved in.</p> <p>23 Q Well, Takeover wasn't planning to steal 24 the money from Mr. Deppoleto; correct? They were 25 going to give him something in return, either</p>

Page 102	Page 103
1 repayment, shares or something --	1 A Correct.
2 A It -- it was either shares or	2 Q And there's a \$500,000 amount listed in
3 repayment, I'm assuming, of course.	3 the top left; correct?
4 Q And what was -- in May 2022, what was	4 A Correct.
5 Takeover going to use Mr. Deppoleto's loan for?	5 Q You recognize this document?
6 A At that time, probably product	6 A As good as I've recognized the others.
7 inventory, marketing. Maybe PFL. I mean, I'm	7 Q Okay. So you've seen it before;
8 not sure what the funds were allocated for.	8 correct?
9 Q You keep saying "PFL." What's that	9 A Well, maybe once. But, again, with all
10 stand for?	10 of the financial negotiations that was lead by
11 A The Professional Fighters League.	11 Jason and, secondarily Toby, I was not really
12 That's where Anthony Pettis came through and how	12 involved.
13 the -- I guess the first meeting with Mr.	13 Q Okay. Takeover actually received
14 Deppoleto started at the PFL event.	14 Mr. Deppoleto's \$500,000 payment in accordance
15 Q Okay. Showing another one.	15 with this promissory note; correct?
16 Are you able to see this document?	16 A I believe.
17 A You can enlarge it a little bit,	17 Q And Takeover promised to repay
18 please.	18 Mr. Deppoleto his \$500,000 loan; correct?
19 Q Sure. You able to see it now?	19 A According to the document, correct.
20 A Yes.	20 Q Okay. Take that one down.
21 Q And this one says, "Secure convertible	21 Q Okay. I've got another document up.
22 promissory note," at the top; correct?	22 It says, "Joint written consent to the board of
23 A Correct.	23 directors and shareholders of Takeover
24 Q And this is dated May 25, 2022;	24 Industries, Inc., May 2022"; correct?
25 correct?	25 A Correct.
Page 104	Page 105
1 Q You recognize this document?	1 A correct?
2 A As good as I recognize the others.	2 Q Correct.
3 Q Okay. Generally speaking, what is	3 Q And if we go down little further, we
4 this?	4 see that Jason Tucker, Toby McBride and Michael
5 A It's a joint written consent form.	5 Costello all also signed it; correct?
6 Q Of the board of directors and	6 A Correct.
7 shareholders as constituted on May 2022, of	7 Q And there's no other members of
8 Takeover; correct?	8 Takeover's board of directors who did not sign
9 A Correct.	9 this agreement; correct?
10 Q If we go to the last page, that's your	10 A I believe that's correct.
11 electronic signature on the last page?	11 Q Okay. Take that one down. Show you
12 A Correct.	12 another document here.
13 Q And you signed it on behalf -- or you	13 Q Are you able to see this document,
14 signed it in your capacity as a director of	14 A Mr. Pavlik? It says, "First amendment to
15 Takeover; correct?	15 convertible note purchase agreement"?
16 A Correct.	16 A If you could enlarge it.
17 Q And generally speaking, what's the	17 Q Sure. Are you able to see it now?
18 purpose of this joint written consent?	18 A Yes.
19 A The purpose, to formalize the	19 Q And this one is dated May 25, 2022.
20 agreement.	20 It's referring to May 25, 2022, but then goes
21 Q Okay. And in this paragraph that I'm	21 down and it says, "Made and entered into as of
22 highlighting at the bottom of page 1, it also	22 July 6, 2022"; correct?
23 authorizes Takeover's president, Jason Tucker, to	23 A That's correct.
24 take all necessary actions to effect	24 Q And you've seen this document before;
25 Mr. Deppoleto's note purchase agreement;	25 correct?

<p style="text-align: right;">Page 106</p> <p>1 A That, I'm not sure. I believe I only 2 saw the first one.</p> <p>3 Q Okay. It's referring back to the May 4 25, 2022, convertible note purchase agreement; 5 correct?</p> <p>6 A Correct.</p> <p>7 Q And with this document, Mr. Deppoleto 8 is loaning Takeover an additional \$500,000; 9 correct?</p> <p>10 A Correct.</p> <p>11 Q So as of July 20 -- July 6, 2022, 12 Mr. Deppoleto has loaned Takeover a total amount 13 of \$1 million; correct?</p> <p>14 A Correct.</p> <p>15 Q Take that one down.</p> <p>16 A Could you go back to the bottom of that 17 agreement, please?</p> <p>18 Q Sure.</p> <p>19 A Because I know on those second notes 20 that was when Jason was doing that on his own, 21 and I really -- and that's when things started 22 getting shaky during that time. Because that was 23 when we began the discussions about Dollar 24 General, and I was not agreeing to have any of 25 those funds go to that. So I want to see if I</p>	<p style="text-align: right;">Page 107</p> <p>1 signed this because I don't think I did. 2 Yeah. See, that's -- I don't think I 3 signed this one.</p> <p>4 Q Okay.</p> <p>5 A Because that was at the time, like I 6 mentioned earlier, they were wanting to put this 7 money towards Dollar General, and I didn't think 8 it was a good idea. And then at that point in 9 time, I was excluded from all communication.</p> <p>10 Q Okay. It was signed by Jason Tucker, 11 as the president of Takeover Industries; 12 correct?</p> <p>13 A Correct.</p> <p>14 Q And it was also signed by Michael 15 Costello, the chief executive officer; correct?</p> <p>16 A Correct. So they should be the ones 17 liable for that note because then they went and 18 misappropriated the funds. I was not involved in 19 this, with all due respect.</p> <p>20 Q Okay. And then we've got another one 21 to show you here.</p> <p>22 Are you able to see this?</p> <p>23 A Can you make it a little larger, 24 please?</p> <p>25 Q Sure. This one is the second secured</p>
<p style="text-align: right;">Page 108</p> <p>1 convertible promissory note; correct?</p> <p>2 A Correct.</p> <p>3 Q Dated July 6, 2022?</p> <p>4 A Correct.</p> <p>5 Q And Takeover received Mr. Deppoleto's 6 \$500,000 loan in accordance with this second 7 promissory note; correct?</p> <p>8 A It appears so.</p> <p>9 Q And the plain terms of the document say 10 that Takeover is promising to repay Mr. Deppoleto 11 his \$500,000 loan; correct?</p> <p>12 A Correct.</p> <p>13 Q Okay.</p> <p>14 A Can you please go to the bottom of that 15 page again, sir? That document.</p> <p>16 Q Sure.</p> <p>17 A Because I remember this was in that 18 June time frame where every -- they split the 19 company, and they started just kind of running in 20 their own direction.</p> <p>21 So who signed this agreement? Jason 22 Tucker. Who else?</p> <p>23 Q Jason Tucker, as president.</p> <p>24 A Yeah. And that was at the time -- see, 25 that's -- this is too shady. This guy is shady.</p>	<p style="text-align: right;">Page 109</p> <p>1 This Jason Tucker, man, we got to get him on 2 these depositions. Let the truth be told here. 3 Because that's when they began coercing 4 to then take the company private, and they wanted 5 to bankrupt it. I mean, this Jason Tucker is 6 really the guy we need to get, I'll tell you.</p> <p>7 Q Yeah, okay.</p> <p>8 So then I'm going to show you another 9 document here.</p> <p>10 So this is joint written -- oh, sorry. 11 Are you able to see this?</p> <p>12 A Yep. If you can make it a little bit 13 bigger, that'd be great.</p> <p>14 Q All right.</p> <p>15 A That's good.</p> <p>16 Q Joint written consent of the board of 17 directors and shareholders of Takeover 18 Industries, Inc., dated July 1, 2022; correct?</p> <p>19 A Correct.</p> <p>20 Q And so this is just a couple days 21 before the July 6 document we were just talking 22 about; correct? Documents --</p> <p>23 A Correct.</p> <p>24 Q And on the last page, the board of 25 directors, you signed it; correct?</p>

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<p style="text-align: right;">Page 110</p> <p>1 A Looks like a digital signature.</p> <p>2 Q Yes.</p> <p>3 A But I don't think --</p> <p>4 Q That's your signature; correct?</p> <p>5 A Correct. But I don't think -- I remembered at that time I would -- that was when</p> <p>6 Jason was starting to autopopulate my signature.</p> <p>7 Because I know after that first round -- once the</p> <p>8 discussion with Dollar General came in, I was</p> <p>9 like -- was not agreeing to it.</p> <p>10 Q Okay. So your testimony is that this</p> <p>11 is not your DocuSign signature with the code</p> <p>12 underneath?</p> <p>13 A I mean, it is a DocuSign signature, but</p> <p>14 I can't -- I don't recall signing that.</p> <p>15 Q Okay. Well, is it your testimony that</p> <p>16 you did or did not sign this?</p> <p>17 A Under those terms and at that time, I</p> <p>18 don't believe I signed it. I don't recall</p> <p>19 signing it.</p> <p>20 Q You don't recall signing it. So you</p> <p>21 could have signed it; you just don't remember one</p> <p>22 way or another?</p> <p>23 A But Jason was known to autopopulate</p> <p>24 these documents.</p>	<p style="text-align: right;">Page 111</p> <p>1 Q Through DocuSign?</p> <p>2 A Or I was harassed to sign it. But I</p> <p>3 remember I disagreed in signing it, and he was</p> <p>4 like, well, if you don't sign it, then, you know,</p> <p>5 we're going to put you on -- there was always</p> <p>6 some threat. So it was always a threatening</p> <p>7 situation.</p> <p>8 Q Did he have access to your DocuSign?</p> <p>9 A Unfortunately. But, obviously, you can</p> <p>10 see that I was correct in that those investments</p> <p>11 to Dollar General was not a good investment.</p> <p>12 Q Okay. So is it your --</p> <p>13 A But --</p> <p>14 Q -- testimony that he did forge your</p> <p>15 signature here or is it possible you were just</p> <p>16 coerced --</p> <p>17 A I -- I really can't recall. I just</p> <p>18 know that, based on the context of what was</p> <p>19 happening at that time, I would have most likely</p> <p>20 not signed that. But I may have been forced into</p> <p>21 signing it.</p> <p>22 Q And by "forced," again, not physical</p> <p>23 force; correct?</p> <p>24 A No, verbal harassment, threats.</p> <p>25 Q Okay. And this document also</p>
<p style="text-align: right;">Page 112</p> <p>1 authorizes the company's president in this bottom</p> <p>2 of page 1. It's the exact same as the other</p> <p>3 paragraph. It authorizes Takeover's president,</p> <p>4 Jason Tucker, to take all necessary actions to</p> <p>5 effect Mr. Deppoleto's first amendment to the</p> <p>6 note purchase agreement; correct?</p> <p>7 A Hold on. You just cut out there for a</p> <p>8 minute.</p> <p>9 Q I'll say it again. This consent at the</p> <p>10 bottom of page 1 authorizes Takeover's president,</p> <p>11 Jason Tucker, to take all necessary actions to</p> <p>12 effect Mr. Deppoleto's first amendment to the</p> <p>13 note purchase agreement; correct?</p> <p>14 A Yeah, it does, and that was a bad</p> <p>15 move.</p> <p>16 Q Okay. And then if we go to the bottom,</p> <p>17 not only do we have electronic signature from</p> <p>18 you, we have an electronic signature from</p> <p>19 Mr. McBride, Mr. Tucker and Mr. Costello;</p> <p>20 correct?</p> <p>21 A Correct.</p> <p>22 Q And you're not aware of any board of</p> <p>23 directors for Takeover who did not sign this</p> <p>24 document; correct?</p> <p>25 Did you hear my question or are you</p>	<p style="text-align: right;">Page 113</p> <p>1 thinking?</p> <p>2 A No. You were cutting out there.</p> <p>3 Q As of the date this document's signed,</p> <p>4 July 1, you're not aware of any board of</p> <p>5 directors of Takeover who did not sign this</p> <p>6 document; correct?</p> <p>7 A You're cutting out again.</p> <p>8 Q As of July 1, when this written consent</p> <p>9 to the board of directors?</p> <p>10 A Yep.</p> <p>11 Q Everyone who signed it is all the board</p> <p>12 of directors from Takeover that you're aware of</p> <p>13 as of that date; correct?</p> <p>14 I'm sorry, are you thinking or did you</p> <p>15 not hear my question again?</p> <p>16 A No, I'm not -- I'm not getting audio</p> <p>17 right now. Now I just heard you right now.</p> <p>18 Q How about now? Can you hear me?</p> <p>19 A Now I can hear you.</p> <p>20 Q Okay. So this document is dated July</p> <p>21 1, 2022, and it's --</p> <p>22 A Okay.</p> <p>23 Q -- called, "Joint written consent to</p> <p>24 the board of directors"; correct?</p> <p>25 A Correct.</p>

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<p style="text-align: right;">Page 114</p> <p>1 Q And as of that date, as far as you 2 knew, the board of directors of Takeover 3 consisted of Mr. McBride, Mr. Tucker and 4 yourself; correct?</p> <p>5 A Correct. And I believe that it was 6 announced that Mr. Deppoleto was a director as 7 well, that Jason announced it on Twitter. So I 8 don't know why he wouldn't be on there.</p> <p>9 Q Okay. Other than perhaps 10 Mr. Deppoleto, you're not aware of any other 11 Takeover board of director who didn't sign this 12 document; correct?</p> <p>13 A Not that I can recall right now.</p> <p>14 Q Okay. Show you another document. 15 This document is called, "Second 16 amendment to convertible note purchase 17 agreement"; correct?</p> <p>18 A Correct.</p> <p>19 Q And this one is made and entered into 20 as of August 19, 2022; correct?</p> <p>21 A Correct.</p> <p>22 Q And it amends the convertible note 23 purchase agreement dated May 25, 2022; correct?</p> <p>24 A Correct.</p> <p>25 Q And with this second amendment,</p>	<p style="text-align: right;">Page 115</p> <p>1 Mr. Deppoleto is loaning Takeover an additional 2 \$500,000; correct?</p> <p>3 A Correct.</p> <p>4 Q As of August 19, 2022, Mr. Deppoleto 5 has loaned Takeover a total amount of \$1.5 6 million; correct?</p> <p>7 A Correct.</p> <p>8 Could you go to the bottom of that 9 document, please?</p> <p>10 Q You know, I can do that, but I think 11 it's not going to have your signature, but we're 12 going to find the written consent where you did 13 sign it. So to save you some time...</p> <p>14 A Okay. Well, I just -- I just know at 15 that time that was the 1.5 that got blown on 16 Dollar General that I advised not to do, but 17 Costello and Jason wanted to do it, and they all 18 went and did it, so...</p> <p>19 Q So now I'm going to show you another 20 document.</p> <p>21 This is a document dated August 19, 22 2022, and it says, "Third secured convertible 23 promissory note"; correct?</p> <p>24 A Correct.</p> <p>25 Q And, again, we've got the \$500 --</p>
<p style="text-align: right;">Page 116</p> <p>1 \$500,000 amount; correct?</p> <p>2 A Correct.</p> <p>3 Q And Takeover actually received 4 Mr. Deppoleto's additional \$500,000 loan in 5 accordance with this third promissory note; 6 correct?</p> <p>7 A Correct.</p> <p>8 Q And Takeover promised to repay 9 Mr. Deppoleto his \$500,000 loan; correct?</p> <p>10 A Correct.</p> <p>11 Q Can you go to the bottom of that 12 agreement, please?</p> <p>13 Q Sure.</p> <p>14 A Yeah. See, all these were done by 15 Jason, and that's where he -- the guy's known for 16 manipulating and falsifying these documents. And 17 was like -- this was all done -- this is so 18 inappropriate. I'm -- you know, this has taken 19 three years of my life, and now it's taken three 20 hours of our time here today, which I appreciate, 21 but this Jason Tucker, as you can see, if you 22 read between the lines -- I know you're doing 23 your job -- but this is just -- this is insanity. 24 I can't even believe this. That this 25 guy is doing this and getting away with that, you</p>	<p style="text-align: right;">Page 117</p> <p>1 know. I mean, but, you know -- the truth and the 2 facts are there. That's what he does, and 3 obviously, he set this up for that, so -- it's a 4 shame.</p> <p>5 Q All right. So the next document I'm 6 showing you is a joint written consent of the 7 board of directors and shareholders of Takeover 8 Industries, Inc.; correct?</p> <p>9 A Correct.</p> <p>10 Q Dated August 18, 2022; correct?</p> <p>11 A Correct.</p> <p>12 Q And if we go down to the last page, 13 again, we've got your DocuSign --</p> <p>14 A Now that one looks a little bit 15 different, if you notice.</p> <p>16 You know, Jason didn't like me. He 17 just -- he excluded me from a lot of stuff and 18 would just go and do things. So, I mean, all 19 these documents, truthfully, like, they could 20 have all been falsified and manipulated by Jason. 21 I don't trust that guy.</p> <p>22 Q Is it your testimony that that's not 23 your DocuSign signature?</p> <p>24 A I can't say it is. I don't know --</p> <p>25 Q Okay.</p>

<p style="text-align: right;">Page 118</p> <p>1 A -- I mean, it looks like --</p> <p>2 Q So it's possible that you signed it?</p> <p>3 A What's that?</p> <p>4 Q It's possible that you signed it;</p> <p>5 correct?</p> <p>6 A I mean, it's possible, but, you know, a</p> <p>7 lot of these things were done -- he would just be</p> <p>8 like, hey, there's a DocuSign in your box, this</p> <p>9 has to be signed; hey, if you can't do it, I'll</p> <p>10 get it done for you, so just -- you know, let me</p> <p>11 go and get this handled. And that's like the</p> <p>12 way -- things were always a rush.</p> <p>13 It was always a fire drill. It was</p> <p>14 always like two minutes to the hour. He'll get</p> <p>15 it handled, don't worry, I'm protecting us all.</p> <p>16 And as we can see, he didn't protect anybody</p> <p>17 other than himself.</p> <p>18 Q So you either signed it yourself or he</p> <p>19 signed it for you with your consent because he</p> <p>20 was rushing you; is that what you're telling</p> <p>21 me?</p> <p>22 A Most of the time, yeah, I would not</p> <p>23 have signed it myself. Like, because it was</p> <p>24 always last minute; it was always a fire drill.</p> <p>25 Q Okay. And, again, at the bottom of</p>	<p style="text-align: right;">Page 119</p> <p>1 page 1 of this document, this consent authorizes</p> <p>2 Takeover's president, Jason Tucker, to take all</p> <p>3 necessary actions to effect Mr. Deppoleto's</p> <p>4 second amendment to the note purchase agreement;</p> <p>5 correct?</p> <p>6 A Correct.</p> <p>7 Q And, again, we've got DocuSigns from</p> <p>8 Mr. McBride, Mr. Tucker, Mr. Pavlik and</p> <p>9 Mr. Costello; correct?</p> <p>10 A Correct.</p> <p>11 Q And as of your knowledge, as of August</p> <p>12 18, 2022, this list of people that we're looking</p> <p>13 at, that was all of the directors for Takeover;</p> <p>14 correct?</p> <p>15 A I -- other than Mr. Deppoleto. I mean,</p> <p>16 he was -- I always thought he was a director. He</p> <p>17 was announced as a director.</p> <p>18 Q Okay. Setting aside perhaps</p> <p>19 Mr. Deppoleto, you're not aware of anyone else</p> <p>20 who's not listed on that page who is a board of</p> <p>21 director of Takeover; true?</p> <p>22 A Yeah. To the best of my knowledge, no.</p> <p>23 And, also, for the record, with Jason,</p> <p>24 he -- I -- that was why we had a fallout and I</p> <p>25 resigned originally, because he was always</p>
<p style="text-align: right;">Page 120</p> <p>1 wanting to force me to sign these things and</p> <p>2 he -- and I -- because I wouldn't want to give</p> <p>3 him my consent to sign, he then would start, you</p> <p>4 know, various threats.</p> <p>5 So it was -- many of these -- like I</p> <p>6 said, I was frozen out as of June and July. So</p> <p>7 when all this was going on with Costello and</p> <p>8 Jason and Toby, I wasn't even in the</p> <p>9 conversation. Like, I wasn't even involved.</p> <p>10 I had no -- ever since I voiced my</p> <p>11 opinion on the Dollar General thing, Jason froze</p> <p>12 me out. He -- his wife was handling marketing.</p> <p>13 I really had no involvement, so, you know --</p> <p>14 Q How much of Mr. Deppoleto's money was</p> <p>15 used for salaries?</p> <p>16 A That, I'm not sure. But I know for</p> <p>17 myself, it probably wasn't much. I think the</p> <p>18 largest salaries were from Costello, Tzanetatos,</p> <p>19 Jason, his wife, Kerby, Bel Bruno. They were</p> <p>20 probably getting the majority of it. So if you</p> <p>21 were to find --</p> <p>22 Q How much did Mr. Tucker get paid?</p> <p>23 A I believe, after reviewing the</p> <p>24 information, he -- him and his wife would take</p> <p>25 \$20,000 withdrawals after each deposit</p>	<p style="text-align: right;">Page 121</p> <p>1 Mr. Deppoleto made.</p> <p>2 Q So by this point in time, there's been</p> <p>3 three deposits for \$1.5 million. You're saying</p> <p>4 Mr. Tucker had taken three draws of \$20,000, so</p> <p>5 \$60,000 --</p> <p>6 A I don't -- you'd have to ask Mr. Tucker</p> <p>7 what he took, but I just remember after reviewing</p> <p>8 the transactions once, I recall that every time</p> <p>9 there was a deposit made by Mr. Deppoleto, there</p> <p>10 was two \$20,000 withdrawals. And you'd have to</p> <p>11 check with him on that, but that's not for me to</p> <p>12 answer.</p> <p>13 Q Okay. In any event, your understanding</p> <p>14 was that his wife -- Mr. Tucker's wife also took</p> <p>15 a \$20,000 draw -- withdrawal?</p> <p>16 A I believe between him, his wife, Mike</p> <p>17 Costello, Mike Tzanetatos, Kerby, Joe Bel Bruno,</p> <p>18 that's where the salaries went. I was paid 3,750</p> <p>19 for like June, July and maybe August. Then pay</p> <p>20 was suspended in September, when Toby got</p> <p>21 suspended. So I maybe got three payments of</p> <p>22 3,750 out of the 1.5 or 2 million, where the</p> <p>23 remainder went to Dollar General and the</p> <p>24 remainder went to all these people. So the fact</p> <p>25 that I'm being sucked into this is not fair.</p>

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<p style="text-align: right;">Page 122</p> <p>1 Q How much did Kerby Fortner get paid?</p> <p>2 A He probably got paid more than -- he</p> <p>3 probably got paid, you know, maybe three, four,</p> <p>4 five grand a month. I'm not sure. Again, I</p> <p>5 wasn't doing payroll. I just saw at the end</p> <p>6 where all the allocations of funds went. And</p> <p>7 they were appropriated to Dollar General and to</p> <p>8 all these peoples' salaries.</p> <p>9 Q What about Mr. Tzanetatos, how much was</p> <p>10 he paid?</p> <p>11 A He was -- to my understanding, he was</p> <p>12 probably getting 10 or 12 grand a month. Same</p> <p>13 with Costello. So that's where a lot -- all that</p> <p>14 salaries went. Certainly not to me.</p> <p>15 Q Well, I thought you said you were paid</p> <p>16 3,750 a month?</p> <p>17 A That's a nominal token fee that doesn't</p> <p>18 cover much, and that was for three months.</p> <p>19 Q You did receive it, though; correct?</p> <p>20 A I did receive it.</p> <p>21 Q Okay.</p> <p>22 A But we're talking less than 10 grand</p> <p>23 when these guys are taking, you know, a lot more</p> <p>24 than that.</p> <p>25 Q And you're not claiming that</p>	<p style="text-align: right;">Page 123</p> <p>1 Mr. Deppoleto, out of all the money that he's</p> <p>2 looking for in this lawsuit, you're not claiming</p> <p>3 that he didn't pay Takeover any of that money;</p> <p>4 correct?</p> <p>5 A No, I'm not claiming he didn't --</p> <p>6 rephrase that because I -- that might --</p> <p>7 Q Sure. You understood Mr. Deppoleto's</p> <p>8 claim in this lawsuit is that he's entitled to a</p> <p>9 little over \$2 million that he loaned to</p> <p>10 Takeover; correct?</p> <p>11 A Yes, I understand that.</p> <p>12 Q And you're not claiming that he didn't</p> <p>13 pay all of that to Takeover, are you? In other</p> <p>14 words, you're admitting that he paid all of that</p> <p>15 to Takeover --</p> <p>16 A Well --</p> <p>17 Q -- you just dispute what Takeover did</p> <p>18 with it after --</p> <p>19 A Sure. Yeah. I wouldn't -- I don't --</p> <p>20 I wouldn't use the term "admit." I mean,</p> <p>21 obviously, based on the notes, he did invest that</p> <p>22 money into Takeover. And, you know, what I had</p> <p>23 advised was not to invest that money into the</p> <p>24 Dollar General deal --</p> <p>25 Q Sure.</p>
<p style="text-align: right;">Page 124</p> <p>1 A -- I also said that until the company</p> <p>2 was profitable, you know, these guys shouldn't be</p> <p>3 taking 10 and \$12,000 salaries --</p> <p>4 Q Sure, sure, sure. We're on the same</p> <p>5 page.</p> <p>6 A -- but unfortunately, that's kind of</p> <p>7 where the whole thing went, where all that money</p> <p>8 got sucked up, you know --</p> <p>9 Q Sure. I get it. And we're on the same</p> <p>10 page.</p> <p>11 I just --</p> <p>12 A Okay.</p> <p>13 Q -- your complaint is what Takeover did</p> <p>14 with the money once it received it from</p> <p>15 Mr. Deppoleto; correct?</p> <p>16 A That would be correct because it was --</p> <p>17 you know, they were in charge --</p> <p>18 Q Yeah. And I get that you got all kinds</p> <p>19 of complaint. I'm not here to argue --</p> <p>20 A Sure.</p> <p>21 Q -- my only point is, you're not</p> <p>22 claim -- you -- you had -- you're conceding that</p> <p>23 Mr. Deppoleto paid all of the money that he's</p> <p>24 claiming he paid. You just don't like what</p> <p>25 Takeover did with that money once it got it;</p>	<p style="text-align: right;">Page 125</p> <p>1 true?</p> <p>2 A According to what you presented, it</p> <p>3 appears that those funds went into the company.</p> <p>4 I can't say for certain because I wasn't on the</p> <p>5 bank accounts, and I didn't have access to that</p> <p>6 information. But what I can say is that of that</p> <p>7 money that was invested, it was misappropriated</p> <p>8 into deals and salaries that had nothing to do</p> <p>9 with me nor -- you know, the Dollar General.</p> <p>10 It was -- it was just a bad investment,</p> <p>11 you know, and allowing Jason to control it was</p> <p>12 another bad move. So, again, just talking man to</p> <p>13 man, I just don't see how -- like, it's pretty</p> <p>14 obvious what happened here, you know.</p> <p>15 Q You're aware that -- just so we close</p> <p>16 the loop on the amounts, we've already gone over</p> <p>17 the 1.5 million that he loaned up through this</p> <p>18 August 2022 time frame; correct?</p> <p>19 A Yeah, correct --</p> <p>20 Q That's what we've been talking about</p> <p>21 the last 15, 20 minutes.</p> <p>22 You're aware that Mr. Deppoleto loaned</p> <p>23 Takeover an additional \$386,700 and -- well,</p> <p>24 we'll just say \$386,000 in October of 2022;</p> <p>25 correct?</p>

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1	A In October 2022? Then that had to be	1	A -- we can accelerate the process.
2	right around the time when they had the private	2	Q And for purposes of the rest of my
3	meeting with Living Essentials, the makers of	3	questions, whether you agree or disagree with
4	5-Hour Energy, and they were trying to cut that	4	what Takeover did with the money, unless I'm
5	side deal without my knowledge with my formula	5	specifically asking you that, I only want to know
6	that was stolen from me --	6	if you're disputing that Takeover got the money.
7	Q And my question's a lot simpler. I'm	7	So that I have a clean record, we agree
8	just asking you --	8	that Mr. Deppoleto loaned Takeover an additional
9	A No, no, I understand. But with that	9	\$386,000 and change in October of 2022;
10	385 -- I'm trying to answer the question. With	10	correct?
11	that 385, I believe that was used for the display	11	A I -- if I'm not mistaken, that last
12	stands for the Dollar General deal, if I'm not	12	amount, I believe, went directly to the display
13	mistaken. So, again, more money thrown into	13	company for the Dollar General displays. So I
14	Dollar --	14	don't think he loaned it to the company. I think
15	Q And, Mr. Pavlik, I'm trying to get you	15	he paid it to whatever the display company was
16	out of here as quickly as possible, and we'll do	16	that did the Dollar General displays.
17	that --	17	Q For Takeover; correct?
18	A Well, I -- listen, I'm -- let me tell	18	A For Takeover against what was advised.
19	you right now. I'm here to have justice served,	19	Q And then Mr. Deppoleto loaned Takeover
20	and I'm in no rush. I mean, I've got -- I've	20	an additional \$128,924 in November of 2022;
21	allocated all night so we can cover all of this	21	correct?
22	because I'm sure there's probably information	22	A That, I'm not aware of. And what that
23	that you need. So I'm here to provide that for	23	was used for, I -- again, I was not involved with
24	you, but we can --	24	the financial transactions. And if I'm not
25	Q Right.	25	mistaken, that may have been an additional
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1	payment for the displays --	1	Q Did you discuss it with anyone after
2	Q Who from Takeover would have negotiated	2	you received it?
3	those supplement loans with Mr. Deppoleto?	3	A Can you scroll down, please.
4	A Pardon?	4	Q Sure.
5	Q Who from Takeover would have negotiated	5	A Yeah. I think at that time -- now that
6	the supplement loans with Mr. Deppoleto?	6	I'm looking at this, I believe I discussed it
7	A Probably Jason Tucker.	7	with the lawyers.
8	Q And what were the terms of those	8	Q Okay. And I don't want to know about
9	loans?	9	the substance of your discussion with the
10	A That, I don't know. I don't even know	10	lawyers, but other than -- well, when you say
11	if there was an agreement made, truthfully. I	11	"the lawyers," which lawyers?
12	don't know.	12	A The company --
13	Q Show you another document here.	13	Q I don't want to know what you talked
14	All right. So this is a letter on	14	about with them. I just want to know who.
15	Husch Blackwell letterhead dated November 8,	15	A The company's counsel.
16	2022. Do you recognize this document?	16	Q Which was?
17	A Let's see.	17	A Jennifer Reiter.
18	Q You are a recipient via e-mail --	18	(Reporter clarification.)
19	A Okay. I do -- I recall the document.	19	MR. HARVEY: R-e-i-t-e-r.
20	Q It's titled, "Notice of default, demand	20	BY MR. HARVEY:
21	for payment, and cease and desist"; correct?	21	Q And it was your understanding that she
22	A Correct.	22	was Takeover's counsel as of November 8, 2022?
23	Q What was your reaction on receiving	23	Is that --
24	this notice?	24	A Right.
25	A Can't recall specifically.	25	Q -- why you were calling her the

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<p>1 company's counsel?</p> <p>2 A Correct. I believe so.</p> <p>3 Q Did you discuss it with anyone other</p> <p>4 than Ms. Reiter?</p> <p>5 A Not that I can recall.</p> <p>6 Q Not Mr. Holley, not Mr. McBride, no</p> <p>7 one?</p> <p>8 A I believe we probably all were on a</p> <p>9 call to discuss it.</p> <p>10 Q Any time you were on a call outside of</p> <p>11 the presence of counsel?</p> <p>12 A Not that I can recall.</p> <p>13 Q Okay. And just generally speaking, you</p> <p>14 understood that in this letter Mr. Deppoleto was</p> <p>15 providing notice to Takeover that it defaulted on</p> <p>16 Mr. Deppoleto's loans; correct?</p> <p>17 A Correct.</p> <p>18 Q Did you agree that Takeover defaulted</p> <p>19 on its obligations to Mr. Deppoleto?</p> <p>20 A I don't believe so.</p> <p>21 Q You don't believe Takeover defaulted on</p> <p>22 its obligations to Mr. Deppoleto; is that what</p> <p>23 you're telling me?</p> <p>24 A I'm not quite sure.</p> <p>25 Q Had Mr. -- or had Takeover repaid</p>	Page 130	Page 131
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<p>1 A I don't believe so.</p> <p>2 Q After receiving this notice, did</p> <p>3 Takeover begin a process to repay Mr. Deppoleto's</p> <p>4 loans?</p> <p>5 A I'm not sure.</p> <p>6 Q Why not?</p> <p>7 A Because I was not really involved in</p> <p>8 the financial transactions. I don't know what</p> <p>9 was paid or wasn't.</p> <p>10 Q Has Takeover ever considered a spinout</p> <p>11 or a spinoff?</p> <p>12 A I believe that was in the discussion.</p> <p>13 Q When was that?</p> <p>14 A That, I don't know.</p> <p>15 Q Even ballpark's fine if you don't</p> <p>16 remember the exact date.</p> <p>17 A I mean, the term was thrown out, you</p> <p>18 know, here and there. I really -- be hard to</p> <p>19 pinpoint a date.</p> <p>20 Q 2021? 2022? 2023?</p> <p>21 A I mean, probably was maybe mentioned</p> <p>22 many times, but I really can't recall when.</p> <p>23 Q At any point after the lawsuit was</p> <p>24 commenced?</p> <p>25 A I don't believe so.</p>	<p>Page 134</p> <p>1 Q Did Takeover --</p> <p>2 A I probably -- I mean, the only time it</p> <p>3 was first brought up was when we did the deal.</p> <p>4 Like, in early 2021, we talked about doing the</p> <p>5 spinoff, but then, like I think after that it</p> <p>6 wasn't really -- it may have just been brought</p> <p>7 up, like, oh, are you going to do the spinoff,</p> <p>8 but I think the main, initial focus was like</p> <p>9 probably early 2021.</p> <p>10 Q It -- say a little more about that.</p> <p>11 What were you -- why in early 2021? What spinoff</p> <p>12 were you talking about then?</p> <p>13 A Well, that was just when we first did</p> <p>14 the deal --</p> <p>15 Q Deal with whom or what?</p> <p>16 A When Labor SMART acquired Takeover, at</p> <p>17 that point in time there was, you know, some</p> <p>18 shareholders, people on Twitter were talking</p> <p>19 about is there going to be a spinoff, but that</p> <p>20 was like the only time it was really like brought</p> <p>21 up and mentioned.</p> <p>22 Q And the concept was even though Labor</p> <p>23 SMART had just purchased Takeover, you were</p> <p>24 talking about doing a spinoff shortly</p> <p>25 thereafter --</p>
<p>1 A I wasn't talking about anything. I was</p> <p>2 just -- you were asking me when I heard that term</p> <p>3 being mentioned, and so I want to say it was</p> <p>4 early 2021.</p> <p>5 Q Was there ever consideration about</p> <p>6 taking Takeover public?</p> <p>7 A Well, Takeover was -- in a public</p> <p>8 company, so it was public --</p> <p>9 Q From when to when? I'm asking for your</p> <p>10 understanding. From when to when was Takeover</p> <p>11 public?</p> <p>12 A Well, that's -- I mean, it was -- I</p> <p>13 mean, that's -- I mean, if you're saying that</p> <p>14 would have been what the spinoff would have been,</p> <p>15 so that would have been in early 2021, like</p> <p>16 March, April 2021.</p> <p>17 Q And so are you saying it was taken</p> <p>18 public then or it was not?</p> <p>19 A Well, it wasn't spun off. It was just</p> <p>20 as it was.</p> <p>21 Q Why hasn't Takeover ever gone public?</p> <p>22 A I don't know.</p> <p>23 Q Did you seek Mr. Deppoleto's consent to</p> <p>24 spinoff Takeover?</p> <p>25 A I did not.</p>	<p>Page 136</p> <p>1 Q Are you aware of anyone else at</p> <p>2 Takeover seeking Mr. Deppoleto's consent to</p> <p>3 spinout Takeover?</p> <p>4 A No, I'm not.</p> <p>5 I think that whole thing got squashed</p> <p>6 when all the lawsuits were involved, and it was</p> <p>7 just a -- kind of a debacle.</p> <p>8 Q We talked about it a little bit</p> <p>9 earlier, but you're aware of a lawsuit that</p> <p>10 Takeover filed against Michael Holley in the</p> <p>11 District of Arizona?</p> <p>12 A Correct.</p> <p>13 Q And I'm not going to ask you to look</p> <p>14 through the whole thing, but I'll just pull it up</p> <p>15 so you got some context.</p> <p>16 This is the verified complaint from the</p> <p>17 District of Arizona case with Takeover Industries</p> <p>18 listed as the plaintiff, and then Michael Holley</p> <p>19 and Chirine Holley -- I don't know if I'm</p> <p>20 pronouncing that right -- C-h-i-r-i-n-e, Holley</p> <p>21 and then a couple of other people; correct?</p> <p>22 A Correct.</p> <p>23 Q And if we move it down, we can see that</p> <p>24 it was filed on March 8, 2022; correct?</p> <p>25 A Correct.</p>

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<p style="text-align: right;">Page 138</p> <p>1 Q Now, you were still a member of 2 Takeover when this lawsuit was filed; correct?</p> <p>3 A I believe -- March 8, 2022, I was just 4 maybe coming back in.</p> <p>5 Q Okay. Did you review the complaint 6 before it was filed?</p> <p>7 A I can't recall.</p> <p>8 Q Did you provide any information for use 9 in the complaint?</p> <p>10 A Can't recall.</p> <p>11 Q Who approved the filing of the 12 complaint?</p> <p>13 A Most -- I can't recall. Could have 14 been Jason. I'm not sure.</p> <p>15 Q To your knowledge, is that lawsuit 16 still ongoing?</p> <p>17 A I believe it was dismissed.</p> <p>18 Q Did you ever tell Mr. Deppoleto about 19 the Arizona litigation?</p> <p>20 A I never spoke to Mr. Deppoleto about 21 that.</p> <p>22 Q Are you aware of anyone else from 23 Takeover notifying Mr. Deppoleto about the 24 Arizona litigation?</p> <p>25 A I'm not sure.</p>	<p style="text-align: right;">Page 139</p> <p>1 Q Are you aware of anyone disclosing the 2 Arizona litigation to Mr. Deppoleto before May 3 25, 2022?</p> <p>4 A Not sure. I think maybe Jason did. If 5 anybody did, he probably did.</p> <p>6 Q Are you aware of whether Takeover filed 7 the stipulation to dismiss all claims against 8 Michael and Chirine Holley in February 2023?</p> <p>9 A I believe so.</p> <p>10 Q Who at Takeover made the decision to 11 dismiss all the claims against the Holleys?</p> <p>12 A I'm not sure.</p> <p>13 Q Why did Takeover decide to dismiss all 14 the claims against the Holleys?</p> <p>15 A I believe because it was found to be 16 false. I'm not sure.</p> <p>17 Q Did Mr. Deppoleto ever give his consent 18 to dismiss or to have Takeover dismiss all of the 19 claims against the Holleys?</p> <p>20 A I'm not sure.</p> <p>21 Q Let me show you another document here. 22 This document is dated March 25, 2022, 23 and it says, "Related party receivable 24 confirmation." Do you see that?</p> <p>25 A Yes.</p>
<p style="text-align: right;">Page 140</p> <p>1 Q And you see Toby McBride signed it; 2 correct?</p> <p>3 A Correct.</p> <p>4 Q And go ahead and read it to yourself, 5 and let me know when you're done reading. 6 (Witness reviewing document.)</p> <p>7 A Okay. Done reading.</p> <p>8 Q Okay. So you'd agree with me that as 9 of March 25, 2022, Toby McBride owed Takeover 10 \$243,253.84; correct?</p> <p>11 A I mean, according to this document.</p> <p>12 Q Okay. And you never told Mr. Deppoleto 13 about the money that Mr. McBride owed Takeover; 14 correct?</p> <p>15 A I was instructed not to -- I mean, I 16 never -- I communicated with Mr. Deppoleto when I 17 met him, and that was it. So, I mean, I never 18 really engaged in much conversation.</p> <p>19 Q Okay. So you never told Mr. Deppoleto 20 about the money that Mr. McBride owed Takeover; 21 correct?</p> <p>22 A I don't believe so.</p> <p>23 Q We might have had a double-negative 24 there. Maybe that was my fault.</p> <p>25 Did you ever tell Mr. Deppoleto about</p>	<p style="text-align: right;">Page 141</p> <p>1 the money that Mr. McBride owed Takeover?</p> <p>2 A No, I did not. I --</p> <p>3 Q And you --</p> <p>4 A -- again, I was not involved in the 5 financial dealings with this.</p> <p>6 Q And are you aware of any other officers 7 or directors of Takeover notifying Mr. Deppoleto 8 about the money that Mr. McBride owed Takeover?</p> <p>9 A I'm not sure. I mean, maybe Jason. 10 That's -- that would be it.</p> <p>11 Q As far as you have personal knowledge 12 of, you're not -- you don't have any personal 13 knowledge of anyone -- any officer or director of 14 Takeover notifying Mr. Deppoleto about the money 15 that Mr. McBride owed Takeover; correct?</p> <p>16 A I'm -- that, I'm not sure. I don't 17 know. I mean, I didn't, but I don't know.</p> <p>18 Q Yeah. That's -- you don't have 19 personal knowledge of anyone else doing it 20 either; correct?</p> <p>21 A If I'm understanding the question, 22 correct.</p> <p>23 Q Has Takeover ever maintained directors 24 and officers liability insurance?</p> <p>25 A I'm not sure.</p>

<p>1 Q Who would know that?</p> <p>2 A I'm not sure.</p> <p>3 Q Who was responsible for purchasing</p> <p>4 insurance for the company?</p> <p>5 A Probably -- Mike Holley would be the</p> <p>6 administrative.</p> <p>7 Q As we sit here today, are Takeover's</p> <p>8 liabilities worth more than its assets?</p> <p>9 A Are Takeover's liabilities worth more</p> <p>10 than its assets?</p> <p>11 Q Do its liabilities outweigh its</p> <p>12 assets?</p> <p>13 A Well, there are no assets, so I would</p> <p>14 have to say that the liabilities would outweigh</p> <p>15 the assets.</p> <p>16 Q And for how long has that been the</p> <p>17 case?</p> <p>18 A Since the company was run into the</p> <p>19 ground after the Dollar General deal and after</p> <p>20 the trademark expired in probably October of</p> <p>21 2022.</p> <p>22 Q So at least since October of 2022,</p> <p>23 Takeover's liabilities have outweighed its</p> <p>24 assets; correct?</p> <p>25 A No. Probably after that. Because</p>	<p>Page 142</p>	<p>1 until all that happened, then there was nothing</p> <p>2 left. But prior to that, there were -- there</p> <p>3 would have been assets before everything was</p> <p>4 destroyed.</p> <p>5 Q But for how long have the liabilities</p> <p>6 been outweighing the assets? Since before</p> <p>7 October 2022? Because it sounds like you're</p> <p>8 saying they had some assets, but they weren't</p> <p>9 worth a whole heck of a lot.</p> <p>10 A I --</p> <p>11 MR. SEXTON: Object to form.</p> <p>12 A Yeah. I'm not sure I'm understanding</p> <p>13 what -- the question.</p> <p>14 BY MR. HARVEY:</p> <p>15 Q Sure. I asked you for how long have</p> <p>16 Takeover's liabilities outweighed its assets.</p> <p>17 And I thought initially you were saying October</p> <p>18 2022, because you said that was when the</p> <p>19 trademark expired and the Dollar General deal</p> <p>20 fell through.</p> <p>21 But then it sounded like you thought</p> <p>22 about it a little more, and you said, well,</p> <p>23 actually -- it sounded like you thought the</p> <p>24 assets weren't worth a lot even before October</p> <p>25 2022. So the date could have been even earlier</p>
<p>1 than October 2022, where the liabilities</p> <p>2 outweighed the assets. That's what I'm getting</p> <p>3 at. Do you understand?</p> <p>4 A Okay. Yeah, no, it was -- I wasn't</p> <p>5 quite sure how you were phrasing that. I think</p> <p>6 the major liabilities that came into play, now</p> <p>7 that I'm understanding what you're asking, would</p> <p>8 be the PFL debt and the Manny debt that Jason</p> <p>9 signed on, which were major liabilities. And so</p> <p>10 those were, you know, again, on Jason Tucker for</p> <p>11 that.</p> <p>12 So, I mean, however -- I mean, I don't</p> <p>13 have those contracts in front of me, but I know</p> <p>14 they were multi-year contracts that he committed</p> <p>15 to. So there was --</p> <p>16 Q I understand --</p> <p>17 A -- there was -- there was liabilities</p> <p>18 and debt brought on by Jason prior with those</p> <p>19 commitments, so...</p> <p>20 Q So whatever the date of those</p> <p>21 agreements were -- and by the PFL debt, you're</p> <p>22 distinguishing that from the Manny Pacquaio debt;</p> <p>23 correct? Or is that the same thing?</p> <p>24 A No, they're two separate agreements,</p> <p>25 two separate debts.</p>	<p>Page 144</p>	<p>1 Q Okay. And so you're saying whatever</p> <p>2 the date on those agreements was, as of the date</p> <p>3 of those agreements, Takeover's liability</p> <p>4 outweighed its assets; is that correct?</p> <p>5 A I would probably say that's correct.</p> <p>6 Q Okay. Let me show you another document</p> <p>7 here.</p> <p>8 So this is a multi-page document that I</p> <p>9 will tell you your lawyers produced in discovery.</p> <p>10 You can see at the top it's a Bank of America</p> <p>11 statement. I'm not going to ask you about every</p> <p>12 single thing on here.</p> <p>13 But what I did want to ask you about</p> <p>14 is, we go down, see, there's these Bates numbers</p> <p>15 in the bottom right corner. We look at DEF 78,</p> <p>16 and we've got some highlighted. You see these</p> <p>17 highlighted right here?</p> <p>18 A Yep.</p> <p>19 Q And this particular thing that I'm</p> <p>20 highlighting is an airline ticket with a</p> <p>21 departure date of April 26, 2022; correct?</p> <p>22 A Correct.</p> <p>23 Q And it says you're going to airport</p> <p>24 code Cleveland; correct?</p> <p>25 A Correct.</p>

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<p style="text-align: right;">Page 146</p> <p>1 Q What was the purpose of this flight?</p> <p>2 A That was probably a flight to --</p> <p>3 probably to an event.</p> <p>4 Q Do you remember the event?</p> <p>5 A Actually -- yeah. It was the PFL --</p> <p>6 there was a PFL event because airport code DFW.</p> <p>7 Yeah. So I was probably going from Cleveland to</p> <p>8 DFW for the PFL event.</p> <p>9 There was a couple events that -- in</p> <p>10 Dallas-Fort Worth, one of which we met Depoletto</p> <p>11 at in May.</p> <p>12 Q Okay. And your testimony that these</p> <p>13 were legitimate business expenses for Takeover?</p> <p>14 A Correct. Yeah. They would have -- I</p> <p>15 never -- I mean, they would have been booked by</p> <p>16 the company, so, yeah, they would have had to</p> <p>17 have been business expenses.</p> <p>18 Q Okay. And then we've got some</p> <p>19 highlighted on the next page, too. These are May</p> <p>20 3rd?</p> <p>21 A Yep. That was right when I was</p> <p>22 boarding the plane when Jason was forcing me to</p> <p>23 sign over my shares with the extortion. And that</p> <p>24 was when I was going in to DFW for the PFL</p> <p>25 event.</p>	<p style="text-align: right;">Page 147</p> <p>1 Q Okay. Take that one down. And we've</p> <p>2 got another document. It's basically the same</p> <p>3 layout. Show you right now.</p> <p>4 This one starts off Bates DEF 000110.</p> <p>5 This is June to July 2022 expenses; correct?</p> <p>6 A Correct.</p> <p>7 Q And then if we go down, we've got an</p> <p>8 airline ticket for -- the flight's going to be</p> <p>9 June 21, '22?</p> <p>10 A Yep. That's when we went to meet James</p> <p>11 Depoletto and Jason in Atlanta for the PFL in</p> <p>12 Atlanta. And that's when they had the private</p> <p>13 meeting with T-Pain that we were unaware of.</p> <p>14 But, yeah, that was business travel.</p> <p>15 Q Okay. You were there; you just didn't</p> <p>16 go to the meeting?</p> <p>17 A No. We actually -- we went there to</p> <p>18 meet with James and Jason, and then they ended up</p> <p>19 canceling the meeting. And that's -- later we</p> <p>20 found out they went to meet with T-Pain</p> <p>21 independently. But, yeah, that was a PFL</p> <p>22 event.</p> <p>23 Q Okay. And it's your testimony this was</p> <p>24 a legitimate business expense?</p> <p>25 A Absolutely.</p>
<p style="text-align: right;">Page 148</p> <p>1 Q Okay. Next one, we've got another</p> <p>2 business expense. Starts off with DEF 124. You</p> <p>3 go down a little bit. We've got another flight</p> <p>4 with a departure date of August 3rd, 2022;</p> <p>5 correct?</p> <p>6 A Yep. That was going to New York,</p> <p>7 LaGuardia, for the -- another PFL event. That</p> <p>8 was the PFL finale, I believe, late July in New</p> <p>9 York.</p> <p>10 Q And it's your testimony this was a</p> <p>11 legitimate business expense?</p> <p>12 A Correct.</p> <p>13 Q Have you heard of a company called</p> <p>14 Illumination Holdings, Inc.?</p> <p>15 A I have.</p> <p>16 Q What is Illumination Holdings, Inc.?</p> <p>17 A I'm not sure exactly what they do.</p> <p>18 Q What have you heard about them --</p> <p>19 A I believe -- I believe they're a brand.</p> <p>20 They're like a distribution company or brand</p> <p>21 incubator.</p> <p>22 Q Is Illumination Holdings, Inc.,</p> <p>23 affiliated with Takeover?</p> <p>24 A I don't believe so.</p> <p>25 Q Is Illumination Holdings, Inc.,</p>	<p style="text-align: right;">Page 149</p> <p>1 affiliated with Next Gen?</p> <p>2 A Yes, I believe so.</p> <p>3 Q How so?</p> <p>4 A I believe they are affiliated via a</p> <p>5 merger or acquisition.</p> <p>6 Q When was this?</p> <p>7 A According to Twitter and the news, I</p> <p>8 don't know the exact date, but within the last</p> <p>9 few weeks.</p> <p>10 Q Did you have anything to do with</p> <p>11 negotiations over that merger or acquisition?</p> <p>12 A I was not involved in any negotiations.</p> <p>13 And I believe it was with LTNC, not Next Gen.</p> <p>14 Q How about a company called -- that</p> <p>15 was -- and just to clarify, that was Illumination</p> <p>16 Holdings, Inc.</p> <p>17 Now, I'm asking about a different</p> <p>18 company, Illumination Brands, Inc. Have you ever</p> <p>19 heard of Illumination Brands, Inc.?</p> <p>20 A I have. And they're probably</p> <p>21 affiliated with those two entities.</p> <p>22 Q Is Illumination Brands, Inc.,</p> <p>23 affiliated with Takeover?</p> <p>24 A No, not that I believe.</p> <p>25 Q Is it affiliated with Next Gen?</p>

<p style="text-align: right;">Page 150</p> <p>1 A No. I believe it's affiliated with 2 LTNC.</p> <p>3 Q And is your understanding the same as 4 basically the other one we were talking about? 5 It was either a merger or an acquisition?</p> <p>6 A Correct. That's my understanding.</p> <p>7 Q Do you know a gentleman name Brad 8 Wyatt, W-y-a-t-t?</p> <p>9 A I don't know him personally, but I know 10 the name.</p> <p>11 Q Who is he?</p> <p>12 A I'm not sure his exact role, but he is 13 involved with the Illumination company at some 14 level.</p> <p>15 Q Does Brad Wyatt have any affiliation 16 whatsoever with Takeover?</p> <p>17 A No, not that I'm aware of.</p> <p>18 Q Does he have any affiliation with Next 19 Gen?</p> <p>20 A I believe he has affiliations with 21 LTNC.</p> <p>22 Q How about a gentleman named Mike Ghini? 23 Do you know a Mike Ghini?</p> <p>24 A No, I don't.</p> <p>25 Q Might be spelled G-h-i-n-i.</p>	<p style="text-align: right;">Page 151</p> <p>1 A Mike Ghini? Doesn't sound familiar.</p> <p>2 Q So you don't know one way or another 3 whether he has any affiliation with Next Gen?</p> <p>4 A Mike Ghini, no. Name doesn't sound 5 familiar.</p> <p>6 Q To your knowledge, what's the 7 distinction between Next Gen Beverages, LLC, and 8 Next Gen Holdings?</p> <p>9 A Next -- one would be an IP. I believe, 10 if I'm not mistaken, one's the IP holding 11 company, and the other is the operational, 12 actually company.</p> <p>13 Q Which one do you believe is the IP 14 holding company?</p> <p>15 A Probably the one called Next Gen 16 Holdings.</p> <p>17 Q And to your knowledge, what's the point 18 of separating those out?</p> <p>19 A I'm not sure. Probably to hold IP.</p> <p>20 Q Did you have any -- well, do you know 21 when Next Gen Holdings came into existence?</p> <p>22 A I'm not sure.</p> <p>23 Q Do you know who set it up?</p> <p>24 A I'm not sure.</p> <p>25 Q Do you know who's on the board of Next</p>
<p style="text-align: right;">Page 152</p> <p>1 Gen Holdings?</p> <p>2 A I'm not sure who all is on the board. 3 I would maybe guess Tom Zarro and Mike Holley, 4 but I don't know if there's anybody else. I 5 haven't reviewed any of that paperwork.</p> <p>6 Q Other than the entities that we've 7 talked about -- and I can go through a list if 8 you want -- are you aware of any other LTNC 9 affiliates other than the ones we've just talked 10 about, that we talked about at the beginning? So 11 you want me to go through it or?</p> <p>12 A No. Not that I'm aware of.</p> <p>13 Q Have any of Labor SMART or any of the 14 other affiliates that we've talked about received 15 any payments or any form of compensation from 16 Takeover?</p> <p>17 A Not that I'm aware of.</p> <p>18 Q Have any of them received any assets 19 from Takeover?</p> <p>20 A Not that I'm aware of.</p> <p>21 Q Have any of them received any payments 22 or any other form of compensation from Next 23 Gen?</p> <p>24 A Not that I'm aware of.</p> <p>25 Q Have any of them received any assets</p>	<p style="text-align: right;">Page 153</p> <p>1 from Next Gen?</p> <p>2 A Not that I'm aware of.</p> <p>3 Q When Takeover got the payments from 4 Mr. Deppoleto, how did Takeover book them in its 5 accounting books?</p> <p>6 A That would be a Jason Tucker question. 7 I don't know.</p> <p>8 Q Okay. After the payments came in 9 from --</p> <p>10 A Or that -- or that actually would be a 11 Marty question, but there was another individual 12 that I was told not to contact. He --</p> <p>13 Q Who's Marty?</p> <p>14 A He was the company CFO.</p> <p>15 Q What's his last name?</p> <p>16 A I don't know.</p> <p>17 Q You're talking about Marty was the CFO.</p> <p>18 A I believe he was the one doing the 19 bookings.</p> <p>20 Q And then you said there was another 21 individual who you were told not to contact?</p> <p>22 A That's the same guy. Jason Tucker at 23 the time -- you were asking me when the Deppoleto 24 transactions were going. That would probably be at that time.</p>

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<p style="text-align: right;">Page 154</p> <p>1 Q When the payments came in, who did you 2 discuss them with in terms of what to do with 3 this money?</p> <p>4 A No one. Because I was unaware when 5 they were coming in. That was not my -- I was 6 not involved in anything to do with the money or 7 the payments. I was just products and 8 formulation.</p> <p>9 Q Who all was involved in the decision to 10 establish Next Gen and the other entities that 11 were created after we filed this lawsuit in 12 December 2022?</p> <p>13 A I believe Mike Holley and Tom Zarro, if 14 I'm not mistaken.</p> <p>15 Q Anyone else?</p> <p>16 A I don't know if there's anyone else.</p> <p>17 Q And do you know how soon after this 18 lawsuit was filed, December of 2022, how soon 19 after it was that Mr. Holley and Mr. Zarro began 20 establishing Next Gen and the other entities?</p> <p>21 A I'm not sure.</p> <p>22 Q As we sit here today, is Takeover still 23 selling any products whatsoever?</p> <p>24 A I don't believe so. I haven't been 25 involved since, you know, the demise of the</p>	<p style="text-align: right;">Page 155</p> <p>1 company.</p> <p>2 Q To your knowledge, when was the last 3 time that Takeover was selling products?</p> <p>4 A I would probably -- I'm not quite sure. 5 Maybe late 2022.</p> <p>6 Q Next Gen is still selling products 7 today; correct?</p> <p>8 A Is Next Gen selling Next Gen products 9 today?</p> <p>10 Q Yes.</p> <p>11 A I -- yes. I believe so --</p> <p>12 Q And it has been selling products since 13 shortly after it opened in 2023; correct?</p> <p>14 A To the best of my knowledge, yes.</p> <p>15 Q And to your knowledge, Next Gen Holdings doesn't sell any products, then; it just holds IP?</p> <p>16 A I believe so.</p> <p>17 Q Show you another document. Are you able to see this document?</p> <p>18 A If you could please enlarge it.</p> <p>19 Q It says at the top, "Declaration of Joseph Pavlik"; correct?</p> <p>20 A Correct.</p> <p>21 Q And this is a document that you</p>
<p style="text-align: right;">Page 156</p> <p>1 reviewed and signed; correct?</p> <p>2 A Correct.</p> <p>3 Q On November 14th, 2022?</p> <p>4 A Correct.</p> <p>5 Q Now, in paragraph 4, the first sentence 6 says, "Some information has been uncovered this 7 week by Mike Holley, which hopefully can help the 8 Court approve the efforts to have Jason removed 9 and the truth revealed"; correct?</p> <p>10 A Correct.</p> <p>11 Q And, again, this is dated November 14, 12 2022. So the week you're referring to must have 13 been right around then; true?</p> <p>14 A Correct.</p> <p>15 Q What information are you referring to there?</p> <p>16 A I believe that there were e-mails that 17 were found that he was communicating with 5-Hour 18 Energy to conspire to take the Gamer Shot to 19 5-Hour. There was evidence that after June of 20 2022, when he said that we are no longer having 21 company meetings and he's going to communicate 22 with everyone individually, we stopped having all 23 company meetings, all weekly conference calls. 24 And here it turns out they still -- we</p>	<p style="text-align: right;">Page 157</p> <p>1 were getting records because Mike Holley found 2 all the e-mail records of Jason that there still 3 were being weekly calls being held with 4 Mr. Deppolito, with Mike Costello. There was 5 extensive communication between them and Living 6 Essentials or the 5-Hour Energy company. So it 7 showed that there was definitely, you know, 8 inappropriate behavior and, you know, potential 9 criminal activity going on.</p> <p>10 Q And the information --</p> <p>11 A And then what I mentioned right there about, he also informed our company CPA -- that was when at that time I reached out to them, and I was -- wasn't able to get a hold of them. But that was pretty much essentially the gist of that.</p> <p>12 Q And the information you're talking about Mr. Holley uncovering, how did Mr. Holley uncover it?</p> <p>13 A I believe they were e-mails.</p> <p>14 Q Okay.</p> <p>15 A E-mail records.</p> <p>16 And also, there was some evidence that 17 there was an attempt to change the bylaws of the 18 company by Jason. So all of that was dug through</p>

<p>1 in going through his e-mails.</p> <p>2 Q Then in paragraph 7 you say, "Since</p> <p>3 June of 2022, he's isolated James Deppoleto,</p> <p>4 developed his trust over several private</p> <p>5 meetings, potentially gave him select</p> <p>6 information, which then led James and</p> <p>7 Jason strategically -- led to James and Jason</p> <p>8 strategically collaborating without sharing their</p> <p>9 intent or motives with the other partners and</p> <p>10 executives"; correct?</p> <p>11 A Correct. And that had to do with</p> <p>12 the -- you know, saying there was no more company</p> <p>13 meetings, but yet, there was still company</p> <p>14 correspondence going on. And they were still</p> <p>15 collaborating to do the Dollar General deal. And</p> <p>16 they were also, without my knowledge,</p> <p>17 collaborating and trying to do a deal with 5-Hour</p> <p>18 Energy, so -- that's correct.</p> <p>19 Q But you don't have any personal</p> <p>20 knowledge about this; correct? Because if you</p> <p>21 look at, for instance, the next paragraph, 7, you</p> <p>22 say, "I've been at a distance for some time with</p> <p>23 all that's been going on."</p> <p>24 A Right. I was at a distance in terms of</p> <p>25 communication with Jason and Deppoleto, but the</p>	Page 158	Page 159

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<p style="text-align: right;">Page 162</p> <p>1 RE: JAMES DEPOOLETO v TAKEOVER INDUSTRIES, INC.</p> <p>2 CERTIFICATE OF DEPONENT</p> <p>3 PAGE LINE CHANGE REASON</p> <p>4 _____</p> <p>5 _____</p> <p>6 _____</p> <p>7 _____</p> <p>8 _____</p> <p>9 _____</p> <p>10 _____</p> <p>11 _____</p> <p>12 _____</p> <p>13 _____</p> <p>14 _____</p> <p>15</p> <p>16 * * * * *</p> <p>17 I, , deponent herein, do hereby</p> <p>18 certify and declare under penalty of perjury the</p> <p>19 within and foregoing transcription to be my</p> <p>20 deposition in said action; that I have read,</p> <p>21 corrected, and do hereby affix my signature to</p> <p>22 said deposition.</p> <p>23</p> <p style="text-align: center;">JOSEPH F. PAVLIK</p> <p style="text-align: center;">Deponent</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 163</p> <p>1 REPORTER'S CERTIFICATE.</p> <p>2 I, the undersigned, a Certified</p> <p>3 Shorthand Reporter of the states of California</p> <p>4 and Nevada, do hereby certify:</p> <p>5 That the foregoing proceedings were</p> <p>6 taken before me at the time and place herein set</p> <p>7 forth; that any witnesses in the foregoing</p> <p>8 proceedings, prior to testifying, were placed</p> <p>9 under oath; that a verbatim record of the</p> <p>10 proceedings was made by me using machine</p> <p>11 shorthand which was thereafter transcribed under</p> <p>12 my direction; further, that the foregoing is an</p> <p>13 accurate transcription thereof.</p> <p>14 I further certify that I am neither</p> <p>15 financially interested in the action nor a</p> <p>16 relative or employee of any attorney of any of</p> <p>17 the parties.</p> <p>18 IN WITNESS WHEREOF, I have this date</p> <p>19 subscribed my name.</p> <p>20 Dated: September 4, 2024</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> <p style="text-align: right;"></p> <p style="text-align: right;">KENDALL KING-HEATH</p> <p style="text-align: right;">CA CSR NO. 11861, NV CCR NO. 475</p>

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